

P95000044351

Law Offices

D. Justin Niles, P.C.

CHICKEN SQUARE, SUITE 270
2600 N. MILITARY TRAIL
BOCA RATON, FLORIDA 33431
(407) 989-0000
TELECOPIER (407) 989-0070

May 30, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RECEIVED
MAY 31 1995
FEDERAL EXPRESS
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation for Kyoshi Management Corp.

Dear Sir/Madam:

Enclosed please find for filing the Articles of Incorporation regarding the above-referenced corporation. Please prepare a certified copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us in the enclosed self-addressed envelope.

Enclosed is our firm's check in the amount of \$122.50 for filing fees.

Very truly yours,

Gail Tomlin

Gail F. Tomlin
Secretary for
D. Justin Niles

Enclosure
gft

SECSTATE, INC

SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 MAY 31 PM 12:17

FILED

SDC

ARTICLES OF INCORPORATION
OF
Kyoshi Management, Inc.

FILED
95 MAY 31 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

Kyoshi Management, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall be:

*c/o Rebecca Hardin
12676 Shoreline Drive #A2
Wellington, Florida 33414*

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of Ten Thousand (10,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

*Rebecca Hardin
12676 Shoreline Drive #A2
Wellington, Florida 33414*

ARTICLE VIII.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE IX.

INITIAL DIRECTOR

The name and post office address of each member of the first Board of Directors is:

*Name
Rebecca Hardin*

*Address
12676 Shoreline Drive #A2
Wellington, Florida 33414*

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE X.

OFFICERS

The name and address of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

*Rebecca Hardin, President,
Treasurer & Secretary*

*12676 Shoreline Drive #A2
Wellington, Florida 33414*

ARTICLE XI.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

Incorporator

Address

Rebecca Hardin

*12676 Shoreline Drive #A2
Wellington, Florida 33414*

ARTICLE XII.

SPECIAL PROVISION

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as an S-Corporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a Corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Rebecca Hardin
Rebecca Hardin

STATE OF NEW YORK
COUNTY OF

Before me this 1 day of May, 1995 personally appeared Rebecca Hardin who [] is personally known to me [] has produced her drivers license as identification, who is the person described as an Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that she executed said Articles of Incorporation.

ROMANUS C. CANZARO
Notary Public, State of New York
No. 01CA4676291
Qualified in Kings County
Commission Expires October 31, 1998

[Signature]
Notary Public

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Rebecca Hardin
Rebecca Hardin

DEAR YOUNG LART

FILED
95 MAY 31 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000044351

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AAA ALL AMERICAN MODEL, INC., a Florida corporation, S81748

INTO

KYOSHI MANAGEMENT, INC., a Florida corporation, P95000044351.

File date: September 10, 1996

Corporate Specialist: Velma Shepard

P95000044351

Law Offices

D. Justin Niles, P.A.

FILED
96 SEP 10 AM 8:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SCOTT CENTER, SUITE 270
2000 N. MILITARY TRAIL
BOCA RATON, FLORIDA 33431
(561) 989-1000
TELECOPIER (561) 989-0970

September 4, 1996

Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

500001943485
-09/10/96--01113--020
*****70.00 *****70.00

Re: AAA All American Model, Inc., a Florida corporation and Kyoshi Management, Inc.,
a Florida corporation

Ladies and Gentlemen:

Enclosed please find the original and copies of, Plan of Merger and Articles of Merger, relative to the above referenced Florida corporations. Also enclosed is our firm's check in the amount of \$70.00 which represents filing fees for same. If you have any questions regarding the enclosures, please do not hesitate to contact our offices.

Very truly yours,



Gail Tomlin
Secretary for D. Justin Niles

Enclosures

gft

cc: Robert Clurman
Rebecca Hardin

Merger

VS SEP 17 1996

ARTICLES OF MERGER
of
AAA ALL AMERICAN MODEL INC., a Florida Corporation,
into
KYOSHI MANAGEMENT, INC., a Florida Corporation,

FILED
96 SEP 10 AM 8:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA


ARTICLES OF MERGER between AAA ALL AMERICAN MODEL INC., a Florida corporation ("AAA") and KYOSHI MANAGEMENT, INC., a Florida corporation ("KYOSHI").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") AAA and KYOSHI adopt the following Articles of Merger:

1. The Plan of Merger dated the 4 day of August, 1996 ("Plan of Merger"), between AAA and KYOSHI was approved and adopted by the shareholders of AAA on the 4 day of August, 1996, and was adopted by the shareholders of KYOSHI on the 4 day of August, 1996.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of AAA's stock will be acquired by means of a merger of AAA into KYOSHI with KYOSHI the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.


IN WITNESS WHEREOF, the parties have set their hands this 5 day of August, 1996.

ATTEST:



Robert E. Clurman

AAA ALL AMERICAN MODEL
INC., a Florida corporation

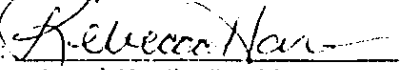
By: 
Rebecca Hardin, President
(Corporate Seal)

ATTEST:



Robert E. Clurman

KYOSHI MANAGEMENT, INC., a
Florida corporation

By: 
Rebecca Hardin, President
(Corporate Seal)

PLAN OF MERGER

AAA ALL AMERICAN MODEL INC., a Florida Corporation,
into
KYOSHI MANAGEMENT, INC., a Florida Corporation,

This Plan of Merger dated the 4 day of August, 1996 ("Merger"), between AAA ALL AMERICAN MODEL INC., a Florida corporation ("AAA") and KYOSHI MANAGEMENT, INC., a Florida corporation ("KYOSHI").

WHEREAS, Rebecca Hardin is the President and sole Stockholder of AAA, and owns all the outstanding and issued shares of stock of AAA.

WHEREAS, Rebecca Hardin is the President and sole Stockholder of KYOSHI, and owns all the outstanding and issued shares of stock of KYOSHI.

WHEREAS, Rebecca Hardin, President and sole Stockholder of AAA and KYOSHI, deems it is in the best interest of both corporations to merge AAA into KYOSHI with KYOSHI being the surviving corporation.

NOW, THEREFORE, in consideration of TEN DOLLARS (\$10.00) and other good and valuable considerations the receipt whereof is hereby acknowledged, the parties agree as follows:

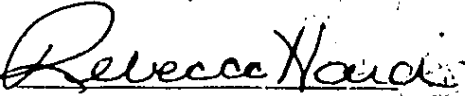
1. The foregoing recitations are true and correct and incorporated herein.
2. Whereas, at a joint meeting of the stockholders and Board of Directors of AAA and KYOSHI, consent was given by all of the directors and shareholders to and ratify the Plan of Merger, whereby KYOSHI shall be the successor by merger to AAA.

IN WITNESS WHEREOF, the parties have set their hands this 5 day of August, 1996.

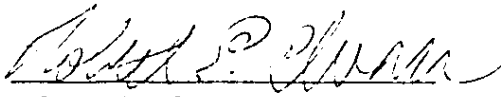
ATTEST:


Robert E. Clurman

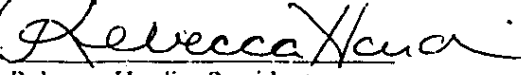
AAA ALL AMERICAN MODEL
INC., a Florida corporation

By 
Rebecca Hardin, President
(Corporate Seal)

ATTEST:


Robert E. Clurman

KYOSHI MANAGEMENT, INC., a
Florida corporation

By 
Rebecca Hardin, President
(Corporate Seal)