

P950000049223

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 23 PM 1:59

EFFECTIVE DATE
10-22-95

6/23/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK _____

WALK-IN
Will Pick Up 6-23-1200

RE: Karavass-International

Inc 95 JUN 23 AM 10:14

DIVISION OF CORPORATION

C.C. FEE.

DISBURSED

<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS		_____

600001521786

-06/23/95--01033--005

****122.50 ****122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

LEFTER, CUSHMAN & WILKINSON, P.A.

ATTORNEYS AND COUNSELORS AT LAW

J. RAIRD LEFTER
THOMAS R. CUSHMAN
G. BARRY WILKINSON
ALICE L. CUSHMAN

696 FIRST AVENUE NORTH, SUITE 201
ST. PETERSBURG, FL 33701-3610
TELEPHONE (813) 823-1514
FAX (813) 823-0328

June 22, 1995

Florida Department of State
Division of Corporations
Domestic Charter Section
409 East Gaines Street
Tallahassee, Florida 32301

Re: KARAKON INTERNATIONAL, INC.

Gentlemen:

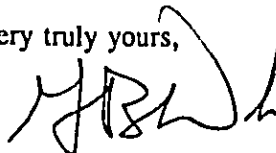
Enclosed are duplicate originals of the Articles of Incorporation for Karakon International, Inc., together with our check for \$122.50 representing the following:

Filing Fee	\$ 35.00
Certified copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$122.50

Please file these Articles immediately upon receipt and return a certified copy to our office via Capital Connection, Inc.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,



G. Barry Wilkinson

GBW:dt

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 23 PM 1:59

ARTICLES OF INCORPORATION
OF
KARAKON INTERNATIONAL, INC.

ARTICLE 1.

EFFECTIVE DATE
6-22-95

NAME AND ADDRESS

The name and principal office address of this Corporation is:

KARAKON INTERNATIONAL, INC.
2301 1st Street S.E.
St. Petersburg, Florida 33705

ARTICLE 2.

DURATION

This Corporation shall exist perpetually, commencing as of the date of execution of these Articles.

ARTICLE 3.

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4.

CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE 5.

INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

G. BARRY WILKINSON, ESQUIRE
696 1st Avenue North, Suite 201
St. Petersburg, FL 33701

ARTICLE 6.

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be as set forth below. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

JAMES R. BOTTS
2301 1st Street S.E.
St. Petersburg, Florida 33705

ARTICLE 7.

INCORPORATOR

The name and address of the person signing these Articles is:

G. Barry Wilkinson
696 1st Avenue North, Suite #201
St. Petersburg, FL 33701

ARTICLE 8.

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9.

PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for

the stock available for purchase pursuant to such preemptive rights, within thirty (30) days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10.

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11.

BYLAWS

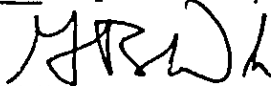
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of June, 1995.



G. Barry Wilkinson

"Incorporator"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

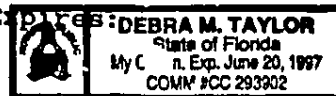
95 JUN 23 PM 1:59

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of June, 1995, by G. Barry Wilkinson.

Debra M Taylor
Notary Public
State of Florida

My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

DATED this 22nd day of June, 1995.

G. Barry Wilkinson
G. BARRY WILKINSON, ESQUIRE

"Registered Agent"