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DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

Museum Tower/Suite 2701
150 West Flagler Street
Miami, Florida 33130

GEORGE BEFELER

Telephones
(305) 358-0737 • (305) 379-8300
Facsimile (305) 379-4404

August 25, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

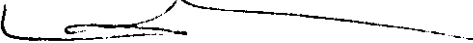
RE: KIS USA, INC.

Gentlemen:

Enclosed are one executed and one conformed copy of the Articles of Incorporation of the above-named company and our check in the amount of \$122.50 representing the filing fee for same.

Very truly yours,

GEORGE BEFELER, P.A.


GEORGE BEFELER, ESQ.

GB:ep

Enclosures

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55 AUG 28 1995

1342 AUG 30 1995

ARTICLES OF INCORPORATION

OF

KIS USA, INC.

95-08128 01

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is KIS USA, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) SHARES of capital stock, \$.0001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Miguel Angel Schonenberg
2890 NW 79th Avenue
Miami, Florida 33122

Roberto Sol
2890 NW 79th Avenue
Miami, Florida 33122

95 AUG 28 AM 10:01


SEVENTH The name and address of the incorporator, the
initial registered agent and the initial registered office is:

George Befeler
Museum Tower, Suite 2701
150 West Flagler Street
Miami, Florida 33130

EIGHTH: The principal office of the corporation is:


KIS USA, INC.
2890 NW 79th Avenue
Miami, Florida 33122

DATED: August 25, 1995


GEORGE BEFELER
Incorporator and Initial
Registered Agent

ACCEPTANCE OF REGISTERED AGENT

I HEREBY am familiar with and accept the duties and
responsibilities as registered agent of the corporation.

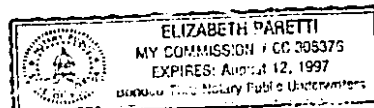

GEORGE BEFELER
Incorporator and Initial
Registered Agent

STATE OF FLORIDA)
: SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25th
day of August, 1995 by George Befeler who did take an oath and who
is personally known to me.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:
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P95000066992

OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: George Befeler, Esq. EIN or SS#: _____

Address: 150 W. Flagler St., Ste. 2701
Miami, FL 33130

Amount: \$35.00 Date Paid _____

Reason for claim: Does not wish to file amendment at this time for:
KIS USA, INC. #P95000066992
Velma Shepard - Amendments

Certified true and correct this _____ day of _____, 19 _____.

Signature See letter attached /

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>35.00</u>
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. <u>01056--005</u> dated <u>12/22/95</u>	
Name of Account:	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607.0122</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT:	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____.	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)

DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

Museum Tower/Suite 2701
150 West Flagler Street
Miami, Florida 33130

GEORGE BEFELER

Telephones
(305) 358-0737 • (305) 379-8300
Facsimile (305) 379-4404

February 12, 1996

Florida Department of State
Division of Corporations
Amendment Department
P.O. Box 6327
Tallahassee, Florida 32314

RE: KIS USA, INC.; REF. NUMBER: P95000066992;
OUR FILE NO. PROF 38 (1112.09)

Dear Sir/Madam:

Please note that on December 12, 1995 Articles of Amendment to the Articles of Incorporation of Kis USA, Inc. were filed with your office requesting a name change of the above-referenced corporation. We would like to cancel such proposed change and have the \$35 filing fee returned to this office.

Your assistance in this matter is appreciated.

Very truly yours,

GEORGE BEFELER, P.A.



GEORGE BEFELER, ESQ.

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DIVISION OF CORPORATIONS

P95000066492

DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

Museum Tower/Suite 2701
150 West Flagler Street
Miami, Florida 33130

GEORGE BEFELER

Telephones
(305) 358-0737 • (305) 379-8300
Facsimile (305) 379-4404

December 20, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CONFIDENTIAL
-12/22/95--11:11:56--1005
***** 25.000 ***** 25.000

RE: KIS FLORIDA, INC.; OUR FILE NO. PROF 38 (1112.09)

Gentlemen:

Enclosed are one executed and one conformed copy of the Articles of Amendment of the Articles of Incorporation of the above-named company and our check in the amount of \$35.00 representing the filing fee for same.

Very truly yours,

GEORGE BEFELER, P.A.

GEORGE BEFELER, ESQ.

Signed in Mr. Befeler's absence to avoid
delay in mailing.

GB:kl

Enclosures

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N/c



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1996

GEORGE BEFELER, ESQ.
MUSEUM TOWER, SUITE 2701
150 W. FLAGLER ST.
MIAMI, FL 33130

SUBJECT: KIS USA, INC.
Ref. Number: P95000066992

We have received your document for KIS USA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 796A00000935