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February 23, 1996

Honorable Sandra Barringer Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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RE: KITTY KORP., INC.

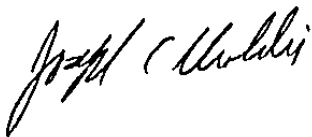
Dear Madam:

Enclosed are two copies of the Articles of Incorporation for the subject corporation and our check in the amount of \$122.50 to cover the following:

Filing Fee
Certified Copy Fee
Registered Agent Fee

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation and returning them to us.

Sincerely yours,



Joseph C. Skalski, Esquire

JCS/fvw
enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR - 6 AM 10: 59

3/8/96

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR -6 AM 10: 59

KITTY KORP., INC.

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

KITTY KORP., INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

A. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of Corporation property, or other instruments to secure the payment of corporate indebtedness as required;

C. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other government, and, while owner of such stock, to exercise all the rights, powers and privileges of such ownership, including the right to vote such stock.

E. To conduct any and all lawful business including but not limited to multi-level marketing for businesses and individuals within the State of Florida.

F. In general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

A. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of Common Stock having a nominal or par value of \$1.00 per share.

B. The holders of stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonably approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

ARTICLE IV

This Corporation shall begin existence as of the date of filing, and shall exist perpetually.

ARTICLE V

The Registered Office of this Corporation in the State of Florida is 405 Old Mill Pond Rd., Palm Harbor, FL 34683. The principal office of this Corporation in the State of Florida is 405 Old Mill Pond Road, Palm Harbor, Florida 34683. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

The Registered Agent and her address in the State of Florida is:

KITTY L. WHITE
405 Old Mill Pond Rd.
Palm Harbor, FL 34683

ARTICLE VII

This Corporation shall not have less than one (1) Director initially, who shall not be required to be a Stockholder. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and post office address of the first Board of Directors and Officers is:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Kitty L. White	405 Old Mill Pond Rd. Palm Harbor, FL 34683	President Treasurer
Wayne White	405 Old Mill Pond Rd. Palm Harbor, FL 34683	Vice President Secretary

ARTICLE IX

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

Kitty L. White
405 Old Mill Pond Rd.
Palm Harbor, FL 34683

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

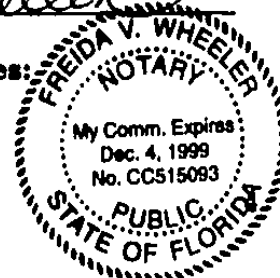
IN WITNESS WHEREOF, the undersigned incorporator of this Corporation has executed these Articles of Incorporation on March 1, 1996.


Kitty L. White, Incorporator

STATE OF FLORIDA)
COUNTY OF Duval

The foregoing Articles of Incorporation were acknowledged before me this 1st day of March, 1996 by Kitty L. White.


NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR -6 AM 10:59

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 3/1/96

Kitty L. White
Kitty L. White