

P960000039675

ERIC P. LITTMAN, BA.
1400 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI, FLORIDA 33131

MARK J. BRYN
OF COUNSEL

April 29, 1996

TEL: (305) 378-3388
FAX: (305) 378-0880

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation

Office Use Only

Gentlemen:

Enclosed please find two original Articles of Incorporation for the following:

1. Sharon Real Estate Consultants Corp.
2. Ira Fund Brokers Corp.
3. Turnberry Gourmet Meats Corp.
4. Florida Gift Baskets Corp.

Please return a certified copy of each to our office. Enclosed is a check in the amount of \$490 to cover the fees.

Very truly yours,



Eric P. Littman

EPL/ljc

Enclosures

1\WP60\SEC.LET

Dmc
5-8-96

FILED
96 MAY -3 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TURNBERRY GOURMET MEATS CORP.**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Turnberry Gourmet Meats Corp.

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV
SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$.001 par value.

**ARTICLE V
PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

The number of persons constituting the Initial Board of Directors shall be 1. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the Initial Board of Directors and officers are as follows:

Martin Brodsky
21400 Highland Lakes Boulevard
North Miami Beach, FL 33179

President/Director

ARTICLE VII DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX SHAREHOLDERS

9.1. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

**ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE XI
SUBSCRIBER**

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

Eric P. Littman
8th Floor
1428 Brickell Avenue
Miami, FL 33131

**ARTICLE XII
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XIII
RESIDENT AGENT**

The name and address of the initial resident agent of this corporation is:


Eric P. Littman
1428 Brickell Avenue
8th Floor
Miami, FL 33131

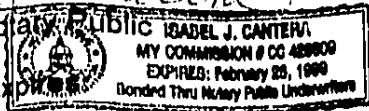
IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles
of Incorporation this on April 30, 1996.



Eric P. Littman, Subscriber

Subscribed and Sworn on April 30, 1996
Before me:


Isabel Cantera, Notary Public
My Commission Expires



ISABEL J. CANTERA
MY COMMISSION # CC 488608
EXPIRES: February 28, 1998
Bonded Thru Miami Public Underwriters

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for TURNBERRY GOURMET MEATS CORP. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



Eric P. Littman

FILED
JULY-3 PM 1:14
TALLAHASSEE
CLERK OF COURT

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P96020039675

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 \$ _____

RECEIVED

95 DEC -6 PM 3:29

DC

None Charge

12/19/95

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____
 BY _____
 WALK-IN _____
 Will Pick Up _____

RE: Turnberry Gourmet
meats Corp.

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

95 DEC -6 PM 4:26
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

AMENDMENT TO
ARTICLES OF INCORPORATION
OF

TURNBERRY GOURMET MEATS CORP.

THE UNDERSIGNED, being the sole director of TURNBERRY GOURMET MEATS CORP., does hereby amend the Articles of Incorporation of the Company as follows:

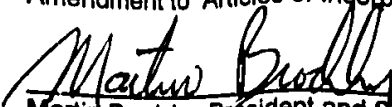
ARTICLE I

NAME

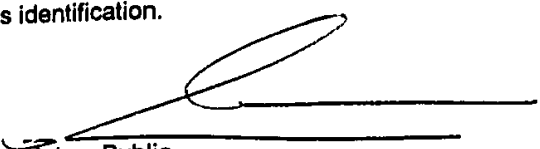
The name of this corporation shall be KRYPTON DISTRIBUTION CORP.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on November 27, 1996 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on November 27, 1996.


Martin Brodsky, President and Sole Director

The foregoing instrument was acknowledged before me on November 27, 1996 by Martin Brodsky, who is personally known to me, or who has produced Driver License as identification.


Notary Public

My commission expires:

 RICHARD LEON NEWBERG
COMMISSION # CC 425858
EXPIRES DEC 12, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
96DEC-6 PM 4:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE