

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
901-2-1911

800-342-8086

P96000046709



PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 973616 7108156

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : June 3, 1996

ORDER TIME : 11:16 AM

ORDER NO. : 973616

4000001848284

CUSTOMER NO: 7108156

CUSTOMER: Bruce E. Lazar, Esq
LAZAR & ASSOCIATES

Suite M
2901 Collins Avenue
Miami Beach, FL 33140

DOMESTIC FILING

NAME: KC USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN-3 PM 3:44

RECEIVED
96 JUN-3 PM 12:18
DIVISION OF CORPORATIONS

9/6/3/96

EFFECTIVE DATE
5/30/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -3 PM 3:44

ARTICLES OF INCORPORATION

OF

KC USA, INC.

The undersigned Incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

KC USA, INC.

ARTICLE II - MAILING ADDRESS OF CORPORATION

The mailing address of the corporation shall be:

2485 E. Sunrise Blvd
Fort Lauderdale, Florida 33304

ARTICLE III - TERM AND COMMENCEMENT

This corporation is to exist perpetually. This corporation shall commence to exist on May 30, 1996.

ARTICLE IV - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - NAME OF REGISTERED AGENT
AND ADDRESS OF REGISTERED OFFICE

The street address of the corporation's initial registered office shall be 2901 Collins Avenue, Miami Beach, Florida 33140. The name of the corporation's initial registered agent at such address is: Bruce E. Lazar

ARTICLE VII INCORPORATOR

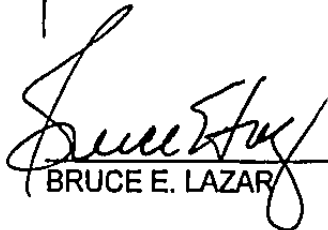
The name and address of each incorporator is:

Bruce E. Lazar
2901 Collins Avenue
Miami Beach, Florida 33140

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to actions in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 day of May, 1996.



BRUCE E. LAZAR


STATE OF FLORIDA)
) ss
COUNTY OF DADE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

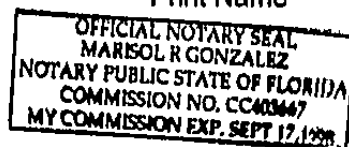
96 JUN -3 PM 3:44

Before me, the undersigned authority, personally appeared BRUCE E. LAZAR to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State above named this 7th day of May, 1996.

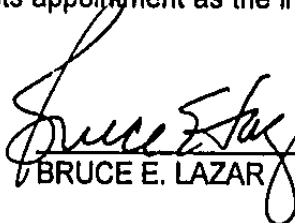

NOTARY PUBLIC, State of Florida
At Large
MARISOL R. Gonzalez
Print Name

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as the initial registered agent of the above corporation.


BRUCE E. LAZAR

P96000046709

LOPHAM HAIR

SCHNORRICH & KAUFMAN, LTD.

DENVER, COLORADO
TEL 303-733-1800

MINNEAPOLIS, MINNESOTA
TEL 612-333-4800

NATIONSBANK TOWER AT
INTERNATIONAL PLACE, SUITE 4000
100 S.E. SECOND STREET
MIAMI, FLORIDA 33131-0101
TEL 305-530-0050 • FAX 305-530-0055

WASHINGTON, D.C.
TEL 202-884-6000
INTERNATIONAL AFFILIATION:
BEIJING, CHINA
TEL 0101851-018581

October 31, 1996

200001994482--4
-11/01/96--01102--005
*****87.50 *****87.50

Via Federal Express
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: KC USA, INC.

Dear Sir or Madam:

Enclosed in connection with the above referenced and to be filed is an Amendment to Articles of Incorporation along with a check in the amount of \$87.50 to cover the cost of the Amendment and a Certified Copy of the Amendment.

The Certified Copy should be forwarded to the undersigned in the self addressed stamped envelope provided for your convenience.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Randy Sue Valove
Randy Sue Valove
Paralegal

Enclosures

cc: AJM, Esq.

Amend

VS NOV 7 1996

FILED
96 NOV - 1 AM 9:56
TALLAHASSEE
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KC USA, INC.

FILED
96 NOV -1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the Corporation is KC USA, INC.

ARTICLE II

The Articles of Incorporation of KC USA, Inc., (the "Corporation") effective May 30, 1996 and filed with the Secretary of State of Florida on June 3, 1996 are hereby amended as follows:

ARTICLE V - CAPITAL STOCK

This Article shall be deleted and replaced with the following:

"The aggregate number of shares which the Corporation shall have authority to issue is 1,500,000 shares of common stock having a par value of One Dollar (\$1.00) per share."

ARTICLE III

These Articles of Amendment do not provide for an exchange, reclassification, or cancellation of issued shares.

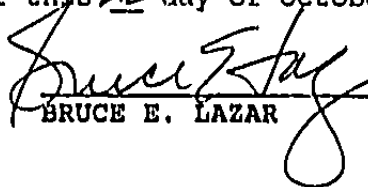
ARTICLE IV

These Articles of Amendment were duly approved and adopted by the sole incorporator of the Corporation on October 22, 1996.

ARTICLE V

These Articles of Amendment were adopted by the sole incorporator of the Corporation without shareholder action pursuant to Florida Statute Section 607.1005. Shareholder action is not required because the Corporation has not yet issued shares.

IN WITNESS WHEREOF, the undersigned sole incorporator of this Corporation has executed these Articles of Amendment to the Articles of Incorporation as of this 22 day of October, 1996.




BRUCE E. LAZAR

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Bruce E. Lazar, the sole incorporator of the Corporation, personally known to me to be the person who executed the forgoing Articles of Amendment and he acknowledged before me that he executed these Articles of Amendment for the purposes therein stated.

22 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of October, 1996.



Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____

