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Change Number Only

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TALLAHASSEE, FLORIDA

7-26-96 Marcy

Jeffrey Cohen

Requester's Name
17027 W. Dixie Hwy #1101

Address
N. Miami Bch., FL 33160

City State Zip Phone
#940-1985

VALIDATION ONLY

TELEPHONE 1-800-432-3028
07/30/96 01079-015
****122.50 ****122.50

CORPORATION(S) NAME

KASUKU USA, INC.

 Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. O'NEILL JUL 30 1996

**ARTICLES OF INCORPORATION
OF
KASUKU USA, INC.**

ARTICLE I - NAME

The name of the Corporation is **KASUKU USA, INC.**

ARTICLE II - ADDRESS

The principal office, or mailing address of the Corporation is 17027 W.
Dixie Highway, Suite 101, N. Miami Beach, FL 33160.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in the transaction of any and
all business permitted under the laws of the United States and of this State.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is
authorized to have outstanding at any time is one thousand (1000) shares of

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common stock having the par value of One (\$1.00) Dollar.

ARTICLE VI - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights in accordance with the provisions of Florida Statutes Section 607.0603, pursuant to the terms and conditions, if any, prescribed by the board of directors.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation is 17027 W. Dixie Highway, Suite 101, N. Miami Beach, FL 33160. The initial registered agent at such address is Jeffrey Roy Cohen.

ARTICLE VIII - DIRECTORS

The Corporation shall have two directors initially, whose names and street addresses are as follows:

NAME	ADDRESS
Johan Barbier	2717 E. Oakland Park Blvd. Suite 201 Ft. Lauderdale, FL 33306
Rene Henrard	2717 E. Oakland Park Blvd. Suite 201 Ft. Lauderdale, FL 33306

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of this Corporation is as

follows:

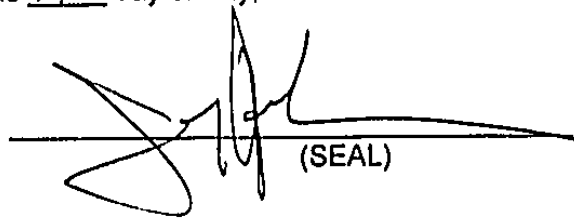
NAME

Jeffrey Roy Cohen

ADDRESS

17027 W. Dixie Highway
Suite 101
N. Miami Beach, FL 33160

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 27th day of July, 1996.


(SEAL)

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared Jeffrey Roy Cohen, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named this 26th day of July, 1996.



MARCY BADER
My Commission CC584000
Expires Jun. 12, 2000


NOTARY PUBLIC STATE
OF FLORIDA AT LARGE

My Commission Expires:

Personally Known X OR Produced Identification _____ Type of Identification Produced _____

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that **KASUKU USA, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 17027 W. Dixie Highway, Suite 101, N. Miami Beach, FL 33160, has named Jeffrey Roy Cohen, located at 17027 W. Dixie Highway, Suite 101, N. Miami Beach, FL 33160, as its agent to accept service of process within Florida.

Signature _____

(Corporate Officer)

Title _____

Date _____

[Handwritten Signature]
[Handwritten Title: Incorporator]
[Handwritten Date: July 26, 1996]

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature _____

(Registered Agent)

Date _____

[Handwritten Signature]
[Handwritten Date: July 26, 1996]

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