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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #:

(904) 922-4001

FROM: FLORIDA INCORPORATORS, INC.

ACCT#:

075350000473

HANKINS CONTACT: MARK PHONE: (305) 444-9508

FAX #:

(305) 444-4742

NAME: MARRERO & ASSOCIATES, INC.

AUDIT NUMBER...... H96000014301

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

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ARTICLES OF INCORPORATION

OF

MARRERO & ASSOCIATES, INC.

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 MARRERO & ASSOCIATES, 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.

FIORIDA INCORPORATORS, INC. 15 SIDONIA AVE., STE. 2 CORAL GABLES, FL 33134-3449 (305) 444-9508

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FIFTH: The aggregate number of shares which the comporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

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 successor(s) are elected and qualified are:

KATHRYN R. MARRERO 209 N. ATLANTIC BLVD., #3D FT. LAUDERDALE, FL 33304

ORLANDO MARRERO 209 N. ATLANTIC BLVD., #3D FT. LAUDERDALE, FL 33304

SEVENTH: The name and address of the incorporator is:

KATHRYN R. MARRERO 209 N. ATLANTIC BLVD., #3D FT. LAUDERDALE, FL 33304

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

KATHRYN R. MARRERO 209 N. ATLANTIC BLVD., #3D FT. LAUDERDALE, FL 33304 Sent 10/10/96 07 17 10 PM

FIRM: FL INCORPORATORS INC

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NINTH: The principal office of the corporation is:

HARRERO & ASSOCIATES, INC. 209 N. ATLANTIC BLVD., #3D FT. LAUDERDALE, FL 33304

TENTH: The mailing address of the dorporation is:

MARRERO & ASSOCIATES, INC. 209 N. ATLANTIC BLVD., #3D FT. LAUDERDALE, FL 33304

DATED: October 10, 1996

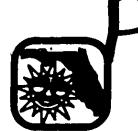
HATHRYN R. HARRERO Incorporator

ACCEPTANCE OF REGISTERED AGENT

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

KATURYN R. MARRERA

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Florida Incorporators, Inc.

Mark S. Hankins President 15 Sidonis Avenue, Suite 2 Coral Gables, Florida 33134-3449

October 31, 1996

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314 900001995929--6 -11/05/96--01087--015 *****35.00 *****35.00

RE: Marrero & Associates, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, and funds of \$35.00 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

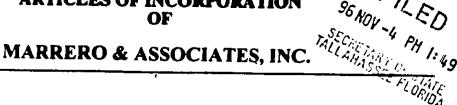
Sincerely,

Mark Hankins

President

VS NOV 1 2 1996

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE FIRST is hereby amended to read:

The name of the corporation is PK International, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THURLD:	The date of each amendment's adoption: October 29, 1996
POURTE	: Adoption of Amendment(s) (CHECK ORE)
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
5	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
_	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Đ	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
S	igned this day 29th of October 19 96
Signature	Lother & Manua
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adepted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Kathryn R. Marrero
	Typed or printed name
	Incorporator
	Title