

P. 96000085087

LAW OFFICES
PAUL M. MARMISH, P.A.
2666 TIGERTAIL AVENUE
SUITE 102
COCONUT GROVE, FLORIDA 33133
(305) 858-2097
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October 11, 1996

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for
KGG CORP.

500001973265--5
-10/15/96--01015--017
****122.50 ****122.50

Ladies and Gentlemen:

Please find enclosed herewith duplicate executed originals of the Articles of Incorporation of KGG CORP. together with our firm check payable to your order in the amount of \$122.50, which represents the filing fee and the fee for one certified copy of the Articles.

After the Articles of Incorporation have been filed, please return the certified copy of same to the undersigned in the stamped, self-addressed envelope provided.

Your courtesy and cooperation in this regard is most appreciated.

Sincerely yours,


PAUL M. MARMISH
For the Firm

PMM/rmr
Enclosure

FILED
96 OCT 14 PM 2:36
TALLAHASSEE, FLORIDA

4 10 OCT 15 1996

ARTICLES OF INCORPORATION

EFFECTIVE DATE
Oct. 11, 96

OF

KGG CORP.

ARTICLE I

NAME

The name of the Corporation is:

KGG CORP.

ARTICLE II

DURATION

The Corporation shall exist in perpetuity.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof, as nearly as many be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

RIGHTS OF SHARES OF CAPITAL STOCK

The entire voting power of the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting shares.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

PRINCIPAL OFFICE ADDRESS FOR CORPORATION

The address of the principal office of the Corporation is: 260 Lincoln Avenue,
Totowa, New Jersey 07512.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and Registered Office of the Corporation are: Paul M. Marmish, Esquire, 2666 Tigertail Avenue, Suite 102, Coconut Grove, Florida 33131.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall have four Directors initially. The number of Directors may be either increased or decreased from time to time by the By-Laws adopted by the Corporation. The names and addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Alan Mendez	260 Lincoln Avenue Totowa, New Jersey 07512
Gloria Mendez	260 Lincoln Avenue Totowa, New Jersey 07512
Glenn Mendez	193 Caldwell Avenue Patterson, New Jersey 07512
Barbara Giannini	193 Caldwell Avenue Patterson, New Jersey 07512

ARTICLE X

INCORPORATION

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

<u>NAME</u>	<u>ADDRESS</u>
Paul M. Marmish	2666 Tigertail Avenue Suite 102 Coconut Grove, FL 33133

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the 11th day of October, 1996.



PAUL M. MARMISH


STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL M. MARMISH, known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11th day of October, 1996.





NOTARY PUBLIC, State of Florida

My Commission Expires:

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAME AGENT UPON WHOM PROCESS
MAY BE SERVED.

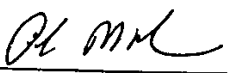
In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First—That **KGG CORP.** desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of
Incorporation at the City of Miami, has named PAUL M. MARMISH,
located at 2666 Tigertail Avenue, Suite 102, Coconut Grove, FL 33133,
County of Dade, State of Florida, as its agent to accept service of process
within this state and such agent hereby accepts the obligation of 307.325 F.S.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED
AGENT)

Having been named to accept service of process for the above state
Corporation, at the place designated in this Certificate, PAUL M. MARMISH
hereby accepts to act in this capacity, and agrees to comply with the provision
of said Act relative to keeping open said office.

Dated: October 11, 1996



PAUL M. MARMISH

Registered Agent

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TALLAHASSEE, FLORIDA