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FLORIDA DIVISION OF CORPORATIONS  
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O: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

ROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: K & R GROUP INTERNATIONAL CORP.

AUDIT NUMBER.....H96000017662

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

CERT. OF STATUS..0

PAGES..... 7

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ARTICLES OF INCORPORATION

H96000017662

OF

K & R GROUP INTERNATIONAL CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: K & R GROUP INTERNATIONAL CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 6056 ALTON ROAD/COTTAGE MIAMI BEACH FL 33140

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) General Service Industry.
- (3) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

RAY STORMONT  
EMPIRE CORPORATE KIT COMPANY  
1492 West Flagler Street #200  
Miami, Florida 33135-2209  
(305) 541-3854

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 8607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$ 1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: ROSA M. MENENDEZ 6056 ALTON ROAD/COTTAGE MIAMI BEACH FLORIDA 33140

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

PRESIDENT/DIRECTOR  
KATHRYN JUIN  
6056 ALTON ROAD/COTTAGE  
MIAMI BEACH FL 33140

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.  
1492 W. FLAGLER STREET #200  
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 17 day of DECEMBER, 1996.

Ray Stormont  
Incorporator  
RAY STORMONT/PRESIDENT  
SIGNING FOR  
EMPIRE CORPORATE KIT OF AMERICA, INC.

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that K & R GROUP INTERNATIONAL CORP.  
(Name of Corporation)  
desiring to organize under the laws of the State of FLORIDA  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation has named ROSA M. MENENDEZ  
(Name of Registered Agent)  
located at 6056 ALTON ROAD  
City of MIAMI BEACH County of DADE  
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Rosa M. Menendez*  
Registered Agent

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DEC 17 PM 1:44  
STATE OF FLORIDA  
TALLAHASSEE

LAW OFFICES  
VILA & PADRON, P.A.

CARLOS E. PADRON  
ANA G. VILA  
OSCAR J. VILA, III

OF COUNSEL  
OSCAR VILA M.D., (D)  
LIMITED TO PRACTICE IN  
VENEZUELA

338 MINORCA AVENUE  
ORLANDO, FLORIDA 32814  
TELEPHONE (305) 461-4888  
FACSIMILE (305) 461-0261

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April 3, 1997

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida

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-04/09/97--01114--013  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: K & R Group International Corp.

Gentlemen:

With reference to the above captioned, enclosed please find:

- a) Original and one copy of the Amendment to Articles of Incorporation.
- b) Our check for \$87.50 to cover your fees.

Please remit to us a copy of the Amendment after same has been recorded showing the recording information.

Very truly yours,


  
OSCAR J. VILA, III

OJV:ab  
Encl.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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APPROVED  
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FILED

  
PA6000101614  
4-9-97  
Amended  
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**AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
K & R GROUP INTERNATIONAL CORP.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its Articles of Incorporation.

**First: Amendment Adopted:**

**Article IX:**

The Officers and Directors of this corporation have authority to enter into the following contractual agreements not to exceed the amount of \$5,000.00 U.S. in actual and/or potential liability(ies) for the corporation:

a) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

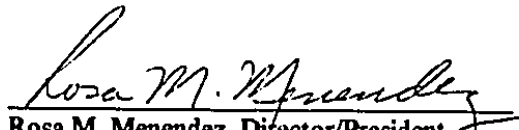
b) To issue negotiable instruments as payment of debts of the corporation which negotiable instruments may not exceed the amount of \$5,000.00 U.S.

**Second:** The date of the amendment's adoption: April 1st, 1997.

**Third: Adoption of Amendment**

The amendment was approved by the sole shareholder. The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of April, 1997.

  
Rosa M. Menendez, Director/President

LAW OFFICES  
VILA & PADRON, P.A.

CARLOS B. PADRON  
ANA O. VILA  
OSCAR J. VILA, III

OF COUNSEL  
OSCAR VILA MAJEST. D.  
LIMITED TO PRACTICE LAW  
VENEZUELA

938 MINORCA AVENUE  
MIAMI GABLES, FLORIDA 33134  
TELEPHONE (305) 461-4888  
FACSIMILE (305) 461-0261

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April 3, 1997

Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida

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Very truly yours,

*Oscar J. Vila*  
OSCAR J. VILA, III

OJV:ab  
Encl.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
APR 10 1997

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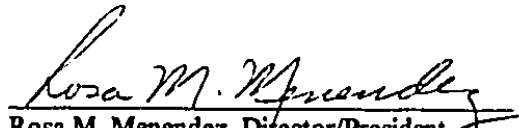
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