

P97000004005

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006
CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

ACCT#:

FAX #:

NAME: THE KEYS TO SUCCESS II, INC.
AUDIT NUMBER.....H9700000762
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
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ARTICLES OF INCORPORATION
OF
THE KEYS TO SUCCESS II, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation will be The Keys To Success II, Inc.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.
- THIRD: The principal address of the corporation is 105-10 Crossbay Blvd, Ozone Park, NY 11417.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.
- FIFTH: The total authorized stock of this corporation is divided into 200 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

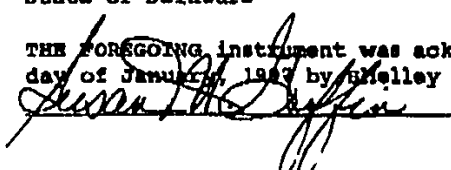
Steven Schad-4215 249th St., Little Neck, NY 11363.
- SEVENTH: The duration of this corporation is perpetual.
- EIGHT: This is a close corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:
Shelley L. Dunkelberger - 1313 N. Market St., Wilmington DE 19801.

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 10th day of January, 1997.

State of Delaware


County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 10th day of January, 1997 by Shelley L. Dunkelberger.


SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by, Shelley L. Dunkelberger, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this The Keys To Success II, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in the
city of Ozone Park, State of New York, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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.


Larry Wolfe

January 13, 1997
Date

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