

MARSHALL L. COHEN, P.A.

ATTORNEY AT LAW

1412 ROYAL PALM SQUARE BLVD.

SUITE 103

FT. MYERS, FLORIDA 33919

P.O. BOX 60292

FT. MYERS, FLORIDA 33906-0292

(941) 275-4600

FAX (941) 275-3976

P9700000 7874
JAN 8, 1997
VIA AIR MAIL EXPRESS

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500002053445--4
-01/10/97--01007--017
****122.50 ****122.50

RE: KITAZO, INC.

Gentlemen:

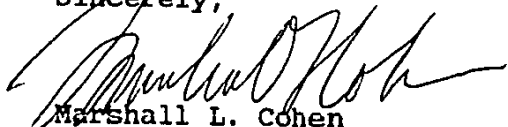
Enclosed is an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate of Acceptance of Registered Agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and Certificate and Acceptance of Registered Agent. After filing, please return a certified copy of each to the undersigned.

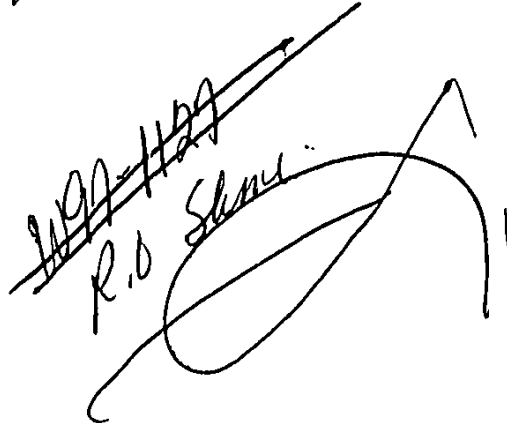
Thank you for your courtesies in this matter.

Sincerely,


Marshall L. Cohen

MLC:jc
enc.
cc: client

789,612,671


R.D. Shaw

1/24/97

FILED
97 JAN 24 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

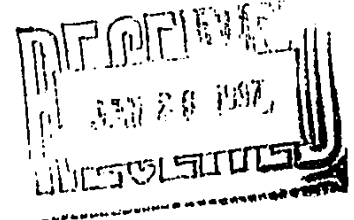


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1997

MARSHALL L COHEN, P.A.
P.O. BOX 60292
FT. MYERS, FL 33906-0292

SUBJECT: KITAZO, INC.
Ref. Number: W97000001127



We have received your document for KITAZO, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 897A00002281

MARSHALL L. COHEN, P.A.

ATTORNEY AT LAW

1412 ROYAL PALM SQUARE BLVD.

SUITE 103

FT. MYERS, FLORIDA 33919

P.O. BOX 60292

FT. MYERS, FLORIDA 33906-0292

(941) 275-4500

FAX (941) 275-3876

January 21, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: KITAZO, INC.

Gentlemen:

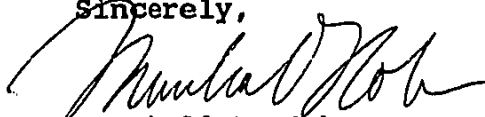
Per your letter dated January 16, 1997, enclosed please find the original and one copy of the Articles of Incorporation and an original and one copy of the Certificate of Acceptance of Registered Agent for the above-named proposed Florida corporation. I am enclosing a copy of your January 16, 1997 letter for your convenience.

Please note the change of address of the Registered Agent in the Articles of Incorporation.

Please file the enclosed Articles of Incorporation and Certificate and Acceptance of Registered Agent. After filing, please return a certified copy of each to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



Marshall L. Cohen

MLC:jc

enc.

cc: client

ARTICLES OF INCORPORATION

OF

KITAZO, INC.

FILED
97 JAN 24 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: KITAZO, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock, having a par value of \$.10 (ten cents) per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Brad Bleich
1412 Royal Palm Square Blvd.
Suite 105
Fort Myers, Florida 33919

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Brad Bleich
1412 Royal Palm Square Blvd., Ste. 105
Fort Myers, Florida 33919

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

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

Brad Bleich
1412 Royal Palm Square Blvd., Ste. 105
Fort Myers, Florida 33919

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has
executed the foregoing Articles of Incorporation on this 8th day
of January, 1997.

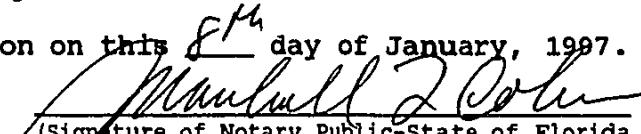

BRAD BLEICH, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, a Notary Public, personally appeared BRAD BLEICH,
to me known to be the person described as Incorporator and showed
personal identification and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to
these Articles of Incorporation on this 8th day of January, 1997.




(Signature of Notary Public-State of Florida)

Marshall L. Cohen
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally known XX OR Produced identification _____

Type of Identification produced _____

CERTIFICATE AND ACCEPTANCE
OF REGISTERED AGENT

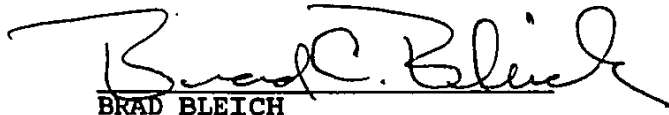
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That KITAZO, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1412 Royal Palm Square Blvd., Suite 105, Fort Myers, County of Lee, State of Florida, has named, BRAD BLEICH, located at 1412 Royal Palm Sq. Blvd. Ft Myers, Fl , County of Lee, State of Florida, and its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


BRAD BLEICH

FILED
97 JAN 24 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA