

297000004873
Daniel J. Weinberg, P.A.

Daniel J. Weinberg
Certified Public Accountant

MEMBER:

American Institute of CPA's
New York State Society of CPA's
Florida Institute of CPA's

January 21, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002067691--1
-01/24/97--01051--019
*****70.00 *****70.00

SUBJECT: K & S Management Services, Inc.
(Proposed corporate name)

To Whom It May Concern:

Enclosed please find original Articles of Incorporation together with one (1) copy along with a check in the amount of \$70.00 to cover the filing fees for the abovementioned corporation.

Please send acknowledgement receipt to:

Sandra O'Connor
K & S Management Services, Inc..

c/o DANIEL J. WEINBERG, CPA
1761 W. Hillsboro Blvd., Suite 205
Deerfield Beach, FL 33442

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 24 PM 1:24

Very truly yours,

Daniel J. Weinberg
Certified Public Accountant

Eve Weinberg
AUTHORIZATION BY PHONE TO
CORRECT B.A. Address
DATE 1/31/97
DOC. EXAM. *[Signature]*

DJW/elw

Note: Additional copy of articles is needed only when certified copy is requested.

Financial Centre West (SunTrust Bank Bldg.) 1761 W. Hillsboro Blvd., Suite 205, Deerfield Beach, FL 33442
(954) 428-8609 Fax (954) 428-8609

[Signature]
1/31/97

ARTICLES OF INCORPORATION

OF

K & S Management Services, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 24 PM 1:24

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

K & S Management Services, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**Sandra O'Connor
P.O. Box 81011
Boca Raton, FL 33481**

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1,000) SHARES AT TEN CENTS (\$.10) EACH

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Sandra O'Connor, President
1761 West Hillsboro Boulevard #205
Deerfield Beach, Florida 33442

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation:

Sandra O'Connor
P.O. Box 81011
Boca Raton, FL 33481

The undersigned has(have) executed these Articles of Incorporation this
X 8th day of JANUARY, 1997.


Sandra O'Connor

ARTICLE VI - PURPOSES

Business Purpose: To perform marketing and consulting services for businesses and for the
general public.

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.

1. The name of the Corporation is:

K & S Management Services, Inc.

The registered agent and office is:

Sandra O'Connor
1761 West Hillsboro Boulevard #205
Deerfield Beach, Florida 33442

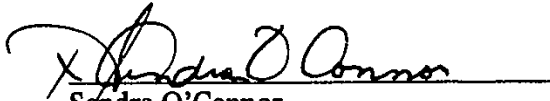

Sandra O'Connor

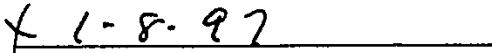
X 1-8-97
Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 24 PH 1:24

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 POSITIONS AS REGISTERED AGENT.


Sandra O'Connor


Date