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FILED

97 FEB -5 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 20, 1997

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

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-02/05/97--01087--012
*****70.00 *****70.00

Re: K.I.T. DISTRIBUTORS, INC.

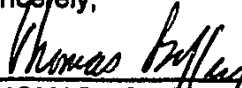
Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of K.I.T. DISTRIBUTORS, INC. Also enclosed is check #1762 in the amount of \$70.00 as the appropriate filing fee.

The undersigned hereby requests expedited service for this filing.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,



THOMAS BOFFEY
8751 W Broward Blvd
Suite 106
Plantation, FL 33324

TH
2-6-97

ARTICLES OF INCORPORATION

OF

K.I.T. DISTRIBUTORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article One - Name

The name of the corporation is K.I.T. DISTRIBUTORS, INC.

Article Two - 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 under the laws of the State of Florida.

Article Three - Term of Existence

The corporation shall have perpetual existence commencing upon the filing of these articles.

Article Four - Capital Stock

This corporation is authorized to issue a maximum of One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

Article Five - Preferences, Limitations and

Relative Rights of Shares of Capital Stock

Section 1. Dividends:

The holders of record of "Common Shares", if any, shall be

entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of directors.

Section 2. Rights upon Liquidation or Dissolution:

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

Section 3. Voting Rights:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding "Common Shares".

Article Six - Preemptive 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 share thereof, at the price at which it is offered to others.

Article Seven - initial Registered Agent and Registered Office

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

THOMAS BOFFEY
8751 W. Broward Blvd.
Suite 106
Plantation, Fl 33324
REGISTERED AGENT

Article Eight - Principal Place of Business

The initial principal place of business for K.I.T. DISTRIBUTORS, INC. shall be 8751 W. Broward Blvd., Suite 106, Plantation, FL 33324.

Article Nine - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but never be less than One (1).

Article Ten - Initial Directors

The name of the initial Director(s) of this corporation and the street address is:

THOMAS BOFFEY
8751 W. Broward Blvd.
Suite 106
Plantation, FL 33324

The person(s) named as initial Director(s) shall hold office for the first year of existence of this corporation or until their successor(s) are elected or appointed and has qualified, whichever comes first.

Article Eleven - 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 stockholder's meeting by at least a majority (51%) 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.

Article Twelve - Action Without a Meeting

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting.

Article Thirteen - Incorporation by Reference

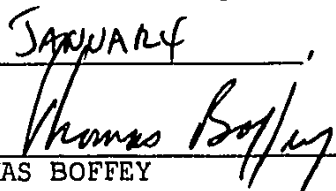
Any and all conditions, terms, limitations, promises and covenants that appear in a preincorporation agreement for K.I.T. DISTRIBUTORS, INC. shall be adopted by, and binding the corporation upon the filing of Articles of Incorporation with the Secretary of State.

Article Fourteen - Incorporator

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

THOMAS BOFFEY
8751 W. Broward Blvd.
Suite 106
Plantation, FL 33324

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 20 day of JANUARY, 1997.



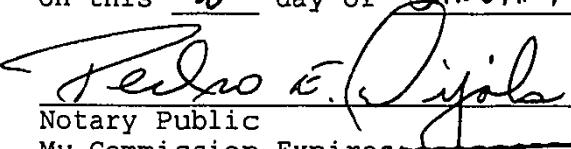
THOMAS BOFFEY

Article Fifteen - Special Provisions

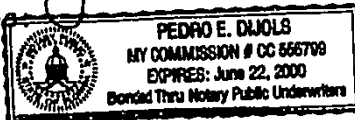
It is the intent of the Incorporator that the corporation will qualify under 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared THOMAS BOFFEY to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledge before me that she subscribed to these Articles of Incorporation on this 20 day of JANUARY, 1997.



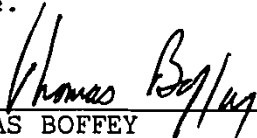
Notary Public
My Commission Expires _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMES OF AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

First, that K.I.T. DISTRIBUTORS, INC., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation, County of Broward,
State of Florida has named THOMAS BOFFEY, 8751 W. Broward Blvd.,
Suite 106, Plantation, County of Broward, State of Florida, as
its Registered Agent to accept service of process within the
state.



THOMAS BOFFEY

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate,
I hereby accept said appointment and agree to act in this
capacity, and agree to comply with the provisions of said Act
relative to keeping said office open.



THOMAS BOFFEY

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TALLAHASSEE, FLORIDA
STATE