

2/07/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: ADOING & ZEDER, P.A.

CONTACT: JUSTIN T WILSON

PHONE: (305) 860-7098

FAX #: (904) 922-4001

ACCT#: 072109000120

FAX #: (305) 858-4777

NAME: TANIMAR CORP.

AUDIT NUMBER.....H97000002309

DOC TYPE.....FLORIDA PROFIT

CERT. OF STATUS..0

CERT. COPIES.....1

CORPORATION OR P.A.

PAGES.....3

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
TANIMAR CORP.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes:

ARTICLE I. NAME

The name of this corporation is Tanimar Corp. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

2100 Brickell Avenue
Suite 304
Miami, Florida 33129

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 5,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation is A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

This document prepared by:
Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

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ADORNO ZEDER

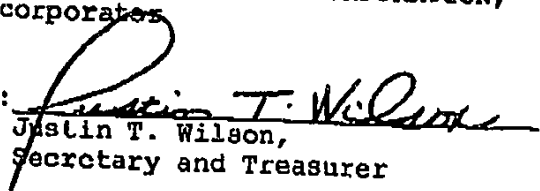
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IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on February 7, 1997.

A Z REGISTERED AGENT CORPORATION,
Incorporates

By:


Justin T. Wilson,
Secretary and Treasurer

897000002309

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2-10-97 : 4:13PM :

ADORNO, ZEDER-

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is:

Tanimar Corp.

2. The name and address of the Registered Agent and the Registered Office is: A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Tanimar Corp., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Date: February 7, 1997

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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TALLAHASSEE, FLORIDA

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BRUCE I. KRAVITZ, P.A.

Attorney at Law

P97000013141

February 5, 1997

Florida Department of State
Division of Corporations
ATTN: NEW FILING DIVISION
409 East Gaines Street
Tallahassee, FL 32399

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RE: KRYPTO KANDIES, Inc.

Dear Deputy Secretary:

Enclosed Please find my office check payable to the Secretary of State for the filing of the Articles of Incorporation for the above referenced, original articles of incorporation and a copy of the articles.

Please file the enclosed original articles and return the file stamped copy to the undersigned attorney in the self addressed stamped envelope provided.

I thank you in advance for your time and attention to this matter.

Sincerely,



Bruce I. Kravitz

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
KRYPTO KANDIES, INC.**

The undersigned subscriber(s) to these articles of incorporation under the laws of the State of Florida, adopts these articles to form a corporation under The Florida General Corporation Act, F.S. 607, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is:
KRYPTO KANDIES, INC.

ARTICLE II PURPOSE

The purpose of this corporation shall be the operation of transacting of any and all lawful business.

ARTICLE III. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing with the filing of these articles of incorporation with the Department of State.

ARTICLE IV. CAPITAL STOCK

The capital stock of the Corporation shall be 1000 shares of common stock having a par value of \$0.01 per share. The actual consideration to be paid for each share shall be fixed by the shareholders.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 11440 Okeechobee Blvd., Suite 219, Royal Palm Beach, Florida. The name of the initial registered agent at that address is Bruce I. Kravitz.

ARTICLE VI. INITIAL PLACE OF BUSINESS

The Corporations initial place of business shall be 11440 Okeechobee Blvd., Suite 219, Royal Palm Beach, FL 33411. The Shareholders may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

The business of the Corporation shall be managed by its shareholders. There shall be no Board of Directors.

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ARTICLE VIII. TRANSFER OF SHARES

The shareholders of the Corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. The sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any rights conferred on the shareholders is subject to this reservation.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any present or former officer, person exercising powers and duties of an officer or corporate qualifier, to the full extent now or hereafter permitted by law.

ARTICLE XI PREEMPTIVE RIGHTS

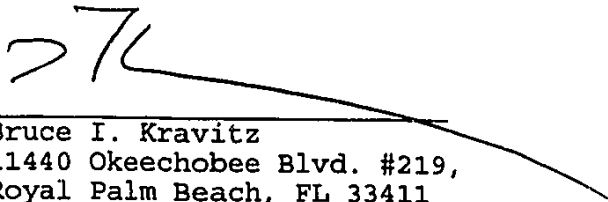
Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE XII SPECIAL PROVISIONS

Section 1. The annual meeting of the Shareholders of this corporation shall be fixed by the By-Laws.

Section 2. The Officers of this Corporation shall be a President, Secretary, and Treasurer and such other officers as the shareholders may deem necessary. Any one person may hold all of said such offices.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on the 5th day of February, 1997.


Bruce I. Kravitz
11440 Okeechobee Blvd. #219,
Royal Palm Beach, FL 33411

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Bruce I. Kravitz, the person described in the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation this 5th day of February, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Royal Palm Beach, Florida, on this 5th day of February, 1997.

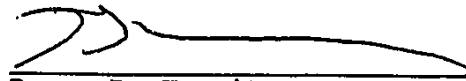
My commission expires:


Notary Signature



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT AS SET FORTH
IN THESE ARTICLES OF INCORPORATION OF KRYPTO KANDIES, INC.


Bruce I. Kravitz

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before
me, an officer duly authorized to administer oaths and take
acknowledgments, BRUCE I. KRAVITZ, who is personally known to me
and who did take an oath and who acknowledged that he executed the
forgoing instrument freely and voluntarily after carefully reading
and understanding the contents thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal at Royal Palm Beach, Palm Beach County, on this 5th
day of February, 1997.

My commission expires:


Notary Signature

