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OSSINSKY AND KROL

ATTORNEYS AND COUNSELLORS AT LAW
VOLUSIA EXECUCENTER

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SUITE 200

DAYTONA BEACH, FLORIDA 32114-3850

LOUIS OSSINSKY, SR. (1902-1971)

JOSEPH D. KROL

LOUIS OSSINSKY, JR.

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February 7, 1997

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***122.50 ***122.50

Division of Corporations
ATTENTION: New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: K & M Inc. of Daytona Beach

Dear Sir/Madam:

Enclosed please find original and one copy of proposed Articles of Incorporation and Designation of Resident Agent duly executed for the above mentioned corporation. If you find same to be in order, please file the original and certify the enclosed copy and return to our office.

Also enclosed is check in the amount of \$122.50 for filing fee.

Cordially yours,

OSSINSKY AND KROL

By 
Louis Ossinsky, Jr.

FILED
9 FEB 10 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO, JR/ks

Enclosures

FEB 11

BSB

ARTICLES OF INCORPORATION
OF
K & M INC. OF DAYTONA BEACH

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is K & M INC. OF DAYTONA BEACH

ARTICLE II - DURATION

This corporation shall exist in perpetuity from the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSES

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock, without par value. The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - INITIAL PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is 218-222 Seabreeze Blvd., Daytona Beach, Florida 32118, and the name of the initial registered agent of this corporation at that address is JACOB MAIMON.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation may have a board of directors, if elected by the shareholders, in which event the number of directors shall be as set by the shareholders

from time to time. The corporation shall initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

ARTICLE VII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation is JACOB MAIMON, 1600 North Atlantic Avenue, Daytona Beach, Florida 32118; and MARTIN BLAIS, 126 Mitchell Place, Daytona Beach, Florida 32118.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the shareholders. At such time that a board of directors is created by the shareholder, the power to adopt, alter, amend and repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE IX - ISSUANCE OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set forth opposite names:

JACOB MAIMON	50 shares
MARTIN BLAIS	50 shares

ARTICLE X

There shall be the following officers as elected by the Board of Directors, to-wit: President, Vice-President, Secretary and Treasurer. There may be additional

officers as the Board of Directors may determine from time to time. The President shall act as chief executive officer of the corporation and shall upon resolution of the Board of Directors be authorized to execute contracts and other documents on behalf of the corporation. The Vice-President shall act in the place of the President when he is not available. The Secretary shall keep the minutes of the corporation. The Treasurer shall record all funds on behalf thereof, and pay the expenses thereof from the assets of the corporation available from time to time. All officers shall have such additional duties as may be determined by the Board of Directors from time to time.

The officers shall serve at the pleasure of the Board of Directors.

The initial officers shall be:

MARTIN BLAIS President

JACOB MAIMON Vice-President/Secretary/Treasurer

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 51% of the shares present at the meeting shall be the act of the shareholders.

ARTICLE XII - SUBCHAPTER S

This corporation shall be qualified as a Subchapter S corporation under the Internal Revenue Regulations of the United States of America.

IN WITNESS WHEREOF, the undersigned subscriber has executed these

Articles of Incorporation this 4th day of February, 1997.

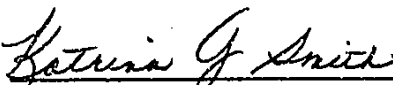

JACOB MAIMON


MARTIN BLAIS

STATE OF FLORIDA
COUNTY OF VOLUSIA

Personally appeared before me JACOB MAIMON and MARTIN BLAIS, who produced _____ as identification, who acknowledged before me that they executed the foregoing Articles of Incorporation for the purposes set forth therein.

WITNESS my hand and seal of office at Daytona Beach, Florida, this 4th day of February, 1997.



Notary Public
State of Florida at Large
My commission expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

97 FEB 10 AM 9:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 & M INC. OF DAYTONA BEACH.
2. The name and address of the registered agent and office is:

JACOB MAIMON
218-222 Seabreeze Blvd.
Daytona Beach, FL 32118

SIGNATURE: 

(corporate officer)

TITLE: Vice-President

DATE: 2/4/97

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: 

(Registered Agent)

DATE: 2/4/97