

P970000/3598

RENICK, SINGER & KAMBER

ATTORNEYS AT LAW

1530 NORTH FEDERAL HIGHWAY  
LAKE WORTH, FLORIDA 33460

KENNETH H. RENICK  
LEONARD I. SINGER\*  
CATHY L. KAMBER\*\*  
DARRYL P. FIGUEROA

TELEPHONE  
(561) 582-6644  
FAX NO  
(561) 533-7975

\*ALSO ADMITTED TO PRACTICE IN MASSACHUSETTS  
\*\*ALSO ADMITTED TO PRACTICE IN NEW YORK

February 3, 1997

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*

Re: ~~Gio, Inc.~~ KAGIO, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of Gio, Inc. for filing with your office.

Please further find enclosed my check in the amount of \$122.50 representing the filing fee for this corporation.

After you have duly filed the Articles, kindly return a certified copy of the same to this office in the enclosed provided envelope. Please further contact this office (collect), and advise of the charter number assigned to this corporation.

Very truly yours,

LEONARD I. SINGER

LIS:pd  
Enclosures  
FEDERAL EXPRESS

FILED  
97 FEB 10 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W97-0998  
KK 2.6

2-12-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State

F.

R & KAMBER  
FEDERAL HWY  
FL 33460

, INC.  
W97000002998

received your document for GIO, INC. and your check(s) were  
However, the enclosed document has not been filed and is in error  
for the following correction(s):

The name designated in your document is unavailable since it is the same as, or  
not distinguishable from the name of an existing entity. Simply adding "of  
" or "Florida" to the end of an entity name DOES NOT constitute a  
change. Please select a new name and make the substitution in all appropriate  
places. One or more words may be added to make the name distinguishable  
from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure  
that your document is properly handled.

If you have any questions about the availability of a particular name, please call  
(904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or  
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(904) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 897A00006352

wares, merchandise and real and personal property of every kind and description.

C. To act as agent, broker or attorney-in-fact for any person, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in any claims effecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels, and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

D. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and

agree to take are as follows: SPENCER M. KAGAN, 1201 South Ocean Drive, Unit 1905N, Hollywood, FL 33019 - sixty (60) shares.

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute.

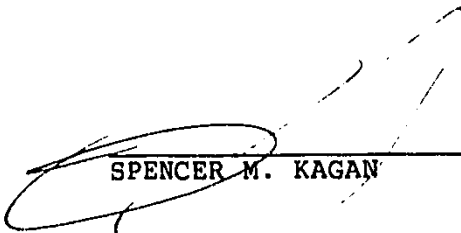
Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subjected to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator of the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and I do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 30th day of January, 1997.

STATE OF MASSACHUSETTS

COUNTY OF SUFFOLK

  
SPENCER M. KAGAN

Before me, the undersigned authority, personally

to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State aforesaid this 30th day of January, 1997.



NOTARY PUBLIC, State of MA

Stephen F. Murray

My Commission Expires: 08-12-99

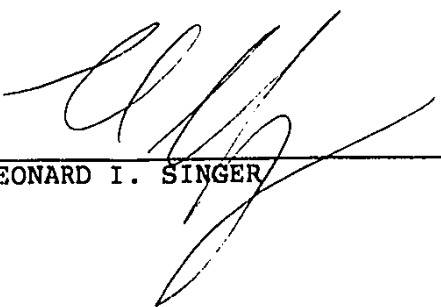
CERTIFICATE DESIGNATION PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, and Section 607.034, Florida Statutes, the following is submitted in compliance with said Statutes:

FIRST: That KAGIO, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 1201 South Ocean Drive, Unit 1905N, Hollywood, FL 33019, has named as its registered agent to accept service of process within the State, LEONARD I. SINGER, of 1530 North Federal Highway, Lake Worth, Florida 33460.

ACKNOWLEDGMENT:

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

  
\_\_\_\_\_  
LEONARD I. SINGER

FILED  
97 FEB 10 AM 9  
SECRETARY OF STATE  
TALLAHASSEE, FLO