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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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April 3, 1997

Florida Department of State
Division of Corporations
The Capitol
409 East Gaines Street 32399
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
MKK, INC.

Dear Sir:

In connection with the above referenced matter, enclosed please find original and one copy of the Articles of Incorporation for the above corporation, together with Designation of Resident Agent form.

Please file the original of the said Articles and return the certified copy to me at your earliest convenience. I have enclosed our check in the amount of \$122.50 in payment of the filing fee and for the certified copy of said Articles.

If you have any questions or if additional information is needed, please contact me immediately.

Very truly yours,

Michele Werner Walker

Michele Werner Walker, Legal Assistant to
ROBERT KIT KOREY, ESQUIRE

:mww
Enclosures

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-04/07/97--01088--015
****122.50 ****122.50

FILED
91 APR -7 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/18/97
[Signature]

ARTICLES OF INCORPORATION
OF
MKK, INC.

FILED
91 APR - 7 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the subscribers to these Articles of Incorporation are natural persons competent to contract, hereby undertaking to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: MKK, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date that these Articles are formally accepted by the Office of the Secretary of State for the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business under the laws of the State of Florida or the United States.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of stock at \$1.00 par value common stock which shall be designated common shares.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series in that which he already holds, shall have the right to purchase this prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI. INITIAL REGISTERED AGENT AND PRINCIPAL
OFFICE OF CORPORATION**

The name of the initial registered agent of this corporation is: Michael J. Tacinelli, of 28 Domicilio Avenue, Ormond Beach, Volusia County, Florida 32174, and the street address of the principal office of this corporation is: 309 North U. S. Highway #1, Ormond Beach, Volusia County, Florida, 32174.

ARTICLE VII. INCORPORATORS

The names and addresses of the persons signing these Articles are: KENNETH E. HAYES whose address is: 28 Domicilio Avenue, Ormond Beach, Florida, 32174; KENNETH M. HAYES whose address is: 14 Woodsong Lane, Ormond Beach, Florida 32174; and MICHAEL J. TACINELLI whose address is: 28 Domicilio Avenue, Ormond Beach, Florida, 32174.

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall not have directors. The business of this corporation is to be managed by a majority of the shareholders entitled to vote, rather than by a Board of Directors.

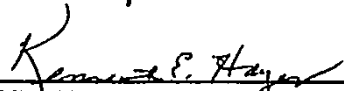
ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any offer to the full extent of the law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of April, 1997.


KENNETH E. HAYES


KENNETH M. HAYES

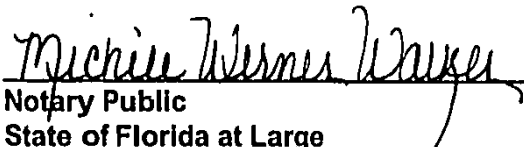

MICHAEL J. TACINELLI

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 3rd day of April, A.D., 1997, by KENNETH E. HAYES, KENNETH M. HAYES and MICHAEL J. TACINELLI, who (is/are personally known to me) (provided his/her/their driver's license(s) as identification) and who (did) (did not) take an oath.



MICHELE WERNER WALKER
MY COMMISSION # CC271394 EXPIRES
April 4, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
State of Florida at Large
My Commission No:
My Commission Expires:

FILED
97 APR -7 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, MKK, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 309 North U. S. Highway #1, Ormond Beach, Volusia County, Florida, 32174, has named the undersigned as agent to accept service of process within this state.

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 this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL J. TACINELLI, Registered Agent