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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: KPL GROUP INC.

AUDIT NUMBER.....H97000006010

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
KPL Group Inc.

Article II. Address

The mailing address of the Corporation is:
KPL Group Inc.
3158 Inverness
Weston FL 33332

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Ramon Malca, Esquire
5975 Sunset Drive, Suite 801
South Miami FL 33143

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Robert N. Kemper
Gary Paulson
Donald Lee

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 11, 1997

The undersigned incorporator executed these Articles of Incorporation on
April 11, 1997

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

KPL Group Inc.

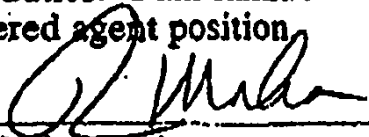
REGISTERED AGENT/OFFICE:

Ramon Malca, Esquire

- 5975 Sunset Drive, Suite 801

South Miami FL 33143

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position



Ramon Malca, Esquire

Date: April 11, 1997

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