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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: K & M ENTERPRISES GROUP INC.
AUDIT NUMBER.....H97000007107
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

K.R. MAY - 1 1997

H97000007107
ARTICLES OF INCORPORATION
OF
K & M ENTERPRISES GROUP INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: K & M ENTERPRISES GROUP INC.

The principal place of business of this corporation shall be:
2780 Tigertail, Suite 104 Coconut Grove, Fl 33133

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 10,000 Stock at \$100.00 Nominal Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DIRECTOR: Sergio Ojeda 11433 S.W. 74th St.
Miami, Fl 33173

DIRECTOR: Monica Roldan 4753 S.W. 136th Place
Miami, Fl 33175

Prepared by: Alberto R. Tamayo
8300 S.W. 31st St.
Miami, Fl 33155
(305) 643-7213

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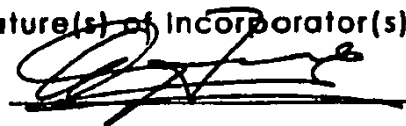
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

Alberto J. Tamayo 8300 S.W. 31st St.
Miami, Fl 33155

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 30th, day of April, 1997.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

K & M ENTERPRISES GROUP INC.

2. The name and address of the registered agent and office is:

Alberto R. Tamayo 8300 S.W. 31st St.

(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33155

(CITY/STATE/ZIP)

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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 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 04/30/97

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