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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  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: K & M ENTERPRISES GROUP INC.

AUDIT NUMBER.....H9700007107

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

K.R. MAY - 1 1997

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

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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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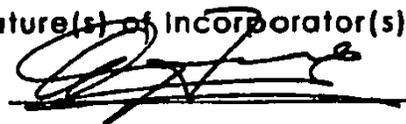
ARTICLE VI INCORPORATOR(S)

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.

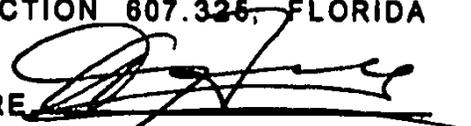
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Miami, Fl 33155

(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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