

J.V.C. ACCOUNTING, INC.


Beepers (954) 390-2390 (305) 540-5464

***122.50 ***122.50

FILED
97 MAY -5 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: KABAR INVESTMENTS USA, INC.

Yours truly,



Jeannette Campbell

DATE	5/6/97
TIME	10:00
BY	ADH
FOR	ADH
W.P. VENDOR	ADH
	ADH

**ARTICLES OF INCORPORATION
OF
KABAR INVESTMENTS USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

KABAR INVESTMENTS USA INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8380 N.W. 22nd. Avenue
Miami, Florida 33147

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES - PAR VALUE \$ 1.00 PER SHARE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this initial registered agent is:

Mohammad Kabar
20 N. W. 203rd Terrace # B3
Miami, Florida 33169

ARTICLE V INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

Mohammad Kabar
20 N. W. 203rd Terrace # B3
Miami, Florida 33169

The undersigned have executed these Articles of Incorporation this
1st day of May 1997.



Mohammad Kabar
President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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 is:

KABAR INVESTMENTS USA, INC.

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

Mohammad Kabar
20 N.W. 203rd Terrace, # B3
Miami, Florida 33169

Signature


Mohammad Kabar

Title President

Date May 1, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


Mohammad Kabar

Date May 1, 1997