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5/20/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: KS TAKEDA INTERNATIONAL, INC.
AUDIT NUMBER.....H97000008362
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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97 MAY 21 AM 8:32
TALLAHASSEE, FLORIDA

6/21/97

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ARTICLES OF INCORPORATION
OF
KS TAKEDA INTERNATIONAL, INC.

⑤

ARTICLE I.
CORPORATE NAME

The name of this Corporation shall be:

KS TAKEDA INTERNATIONAL, INC.

ARTICLE II.
NATURE OF CORPORATE BUSINESS

The Corporation will engage in the business of importing and exporting general merchandize. Notwithstanding the foregoing, this Corporation is organized to engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$1.00) per value, the consideration to be paid for each share shall be One Dollar.

ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Jose Maria Carneiro Da Cunha, FLC
701 Brickell Avenue
Suite 2150
Miami, Florida 33131

ARTICLE V.
BOARD OF DIRECTORS

The number of Directors may be altered from time-to-time by

This Instrument Prepared By:

Sofia Powell-Cosio, Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 579-9988 / FBN. 867942

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the By-Laws adopted by the shareholders. However, the Corporation shall have no less than Two (2) Directors at any time.

**ARTICLE VI.
INITIAL DIRECTORS**

The name and post office addresses of the initial Directors of the Corporation are:

Name	Title	Address
Yasumi Takeda	Director	2121 S.W. 3rd Ave. Miami, FL 33129
Carlos Shinichi Takeda	Director	2121 S.W. 3rd Ave. Miami, FL 33129

**ARTICLE VII
INITIAL OFFICERS**

The name and post office address of the initial officers of this corporation are as follows:

Name	Title	Address
Yasumi Takeda	President	2121 S.W. 3rd Ave. Miami, FL 33129
Carlos Shinichi Takeda	V.P./Secretary	2121 S.W. 3rd Ave. Miami, FL 33129

**ARTICLE VIII.
INCORPORATOR**

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Name	Address
Sofia Powell-Cosio, Esq.	1390 Brickell Ave. Suite 200 Miami, FL 33131

**ARTICLE IX.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal mailing address of the Corporation is as follows:

11421 N.W. 51st Lane
Miami, Florida 33178

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The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE X.

The Corporation is to exist perpetually.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII.
COMMENCEMENT DATE

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

By: Sofia Powell-Cosio
Sofia Powell-Cosio

STATE OF FLORIDA }
COUNTY OF DADE } SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, SOFIA POWELL-COSIO, personally appeared before me as is known to me to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 22 day of May, 1997.

Louder B. Ginn
NOTARY PUBLIC

DATE COMMISSION EXPIRES _____

LOURDES B. GINN
Notary Public, State of Florida
My comm. expires June 20, 1998
Comm. No. CC 371099
Fla. Notary Service & Bonding Co.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT KS TAKEDA INTERNATIONAL, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED JOSE MARIA CARNEIRO DA CUNHA, FLC, OF 701 BRICKELL AVENUE, SUITE 2150, COUNTY OF DADE, STATE OF FLORIDA, 33131, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE OF INCORPORATOR:

Sofia Powell - Cosio
Sofia Powell-Cosio

ACCEPTANCE BY REGISTERED AGENT

The Undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

JOSE MARIA CARNEIRO DA CUNHA
701 Brickell Avenue
Suite 2150
Miami, Florida 33131

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97 MAY 21 AM 8:32
TALLAHASSEE, FLORIDA

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5/20/97

FLORIDA DIVISION OF CORPORATIONS
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12:51 PM

((H97000008320 B))

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: MEDIA BUYING, INC.

AUDIT NUMBER.....H97000008320

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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

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STATE
CORPORATIONS

05/21/97

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
CORPORATIONS

ARTICLES OF INCORPORATION

OF

MEDIA BUYING, INC.

ARTICLE I - NAME

The name of this Corporation is Media Buying, Inc.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is 200 S. Park Road, Suite 425, Hollywood, Florida 33021.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of ONE DOLLAR (\$1.00) par value voting common stock.

Prepared by: Kaufman Rossin & Co.
2000 Glades Road, Suite 324
Boca Raton, FL 33431
(305) 858-5600

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2699 SOUTH BAYSHORE DRIVE, MIAMI, FLORIDA 33133, and the name of the initial registered agent of this Corporation at that address is BLAIN L. HECKAMAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than ONE (1). The name and address of the initial director of this Corporation is:

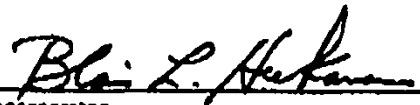
ALLISON KAHN
200 S. PARK ROAD, SUITE 425
HOLLYWOOD, FLORIDA 33021

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

BLAIN L. HECKAMAN

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of May, 1997.


Incorporator

H97000008320

H97000008320

STATE OF FLORIDA

)
) SS.
)

COUNTY OF DADE

The foregoing instrument was acknowledged before me on May 20, 1997, by Blain L. Heckaman, to whom is personally known to me and he did take an oath.

Michelle Moyano
Name: *Michelle Moyano*
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO
My Commission COMEY 11
Expires Jul. 08, 1999
Granted by AMS
800-898-6876

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

MEDIA BUYING, INC.

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

That MEDIA BUYING, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City Hollywood, County of Broward, State of Florida, has named BLAIN L. HECKAMAN as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I heroby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 20th day of May, 1997.


BLAIN L. HECKAMAN

H97000008320

P97000044869



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 398378 129753A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 20, 1997

ORDER TIME : 11:38 AM

ORDER NO. : 398378-005

CUSTOMER NO: 129753A

CUSTOMER: Jeffrey Koltun, Esq
STEVEN H. KANE, P.A.

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*****70.00 *****70.00

Suite 106
1061 Maitland Center Commons
Maitland, FL 32751

DOMESTIC FILING

NAME: MAGIC HOMES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
MAY 20 1997
TALLAHASSEE, FLORIDA

RECEIVED
97
MAY 20 PM 1:39

MAY 21 1997

**ARTICLES OF INCORPORATION
OF
MAGIC HOMES, INC.**

FILED
97 MAY 20 AM 8:14
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation is Magic Homes, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

1061 Maitland Center Commons, Suite 106
Maitland, Florida 32751

The name of the initial registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

7041 Grand National Drive, Suite 130
Orlando, Florida 32819

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Verotildes Augusto Magon	7041 Grand National Drive, Suite 130 Orlando, Florida 32819	Director
Marines Giarola De Oliveira	7041 Grand National Drive, Suite 130 Orlando, Florida 32819	President
Adriana Cristina Da Cunha Aires	7041 Grand National Drive, Suite 130 Orlando, Florida 32819	VP/ Treas.
Marcelo Moraes De Sousa	7041 Grand National Drive, Suite 130 Orlando, Florida 32819	Secretary
Jeffrey M. Koltun	1061 Maitland Center Commons, Suite 106 Maitland, Florida 32751	Vice-Pres

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Name

Jeffrey M. Koltun

Address

1061 Maitland Center Commons
Suite 106
Maitland, Florida 32751

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the corporation's By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the Florida Statutes.

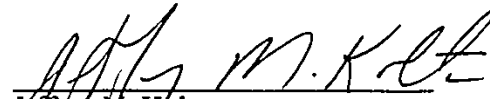
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of May, 1997.



Jeffrey M. Koltun

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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 Magic Homes, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 1061 Maitland Center Commons, Suite 106, Maitland, Florida 32751.

DATED May 5, 1997.


Jeffrey M. Koltun

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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.

DATED May 5, 1997.


Jeffrey M. Koltun

magicartinc

FILED
MAY 13 1997
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA
COUNTY OF SEMINOLE