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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.

CONTACT: JOHANNY G. RODRIGUEZ

PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: K & M INC.

AUDIT NUMBER.....H97000008605

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

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1997

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: ~~K & M INC.~~
REF: W97000012257

By Lee Inc.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Fraida Chesser
Corporate Specialist

FAX Aud. #: H97000008605
Letter Number: 097A00028347

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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
KARMAC, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
KARMAC, INC.
2002 20th Lane
Lake Worth FL 33463

EFFECTIVE DATE
5-23-97

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Joseph M. Considine
301 Clematis Street, Suite 200
West Palm Beach FL 33401

Article IV. Board of Directors

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

Mark Cloherty
Karen Cloherty

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.

Joseph M. Considine | FL Bar Member 362158
Daves, Whalen, McHale & Considine, L.C.
301 Clematis Street, Suite 200
West Palm Beach FL 33401
561-655-1200

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

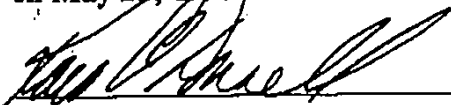
The name and address of the incorporator is:

Joseph M. Considine
Daves, Whalen, McHale & Considine, L.C.
301 Clematis Street, Suite 200
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 23, 1997.

The undersigned incorporator executed these Articles of Incorporation on May 28, 1997.



JOSEPH M. CONSIDINE

Kara O'Donnell

Kara O'Donnell as attorney-in-fact

Joseph M. Considine | FL Bar Member 362158
Daves, Whalen, McHale & Considine, L.C.
301 Clematis Street, Suite 200
West Palm Beach FL 33401
561-655-1200

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

FILED

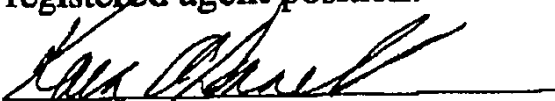
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION:
KARMAC, INC.

REGISTERED AGENT/OFFICE:
Joseph M. Considine
301 Clematis Street, Suite 200
West Palm Beach FL 33401

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.



Joseph M. Considine
Kara O'Donnell, Vice President
Kara O'Donnell as attorney-in-fact

Date: May 28, 1997

Joseph M. Considine | FL Bar Member 362158
Daves, Whalen, McHale & Considine, L.C.
301 Clematis Street, Suite 200
West Palm Beach FL 33401
561-855-1200

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