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Law Offices
of
JOHN M. BERNAZZOLI

2734 Polk Street, Suite H
Hollywood, Florida 33020

Telephone: (954) 923-9700
Facsimile: (954) 923-8402

May 23, 1997

Attention: Corporation Division
State of Florida
Post Office Box 6327
Tallahassee, FL 32314

FILED
97 MAY 27 AM 10:01
TALLAHASSEE, FLORIDA

Re: Kristoff, Inc.

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for Kristoff, Inc.

Also enclosed is a check in the amount of \$122.50 for the following charges:

Filing Fee.....	\$35.00
Resident Agent.....	\$35.00
Certified Copy.....	<u>\$52.50</u>
	\$122.50

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-05/27/97--01081--006
***122.50 ***122.50

Please file same and return same to this office. If you have any questions, please contact me.

Very respectfully yours,

JOHN M. BERNAZZOLI, ESQ.

JMB:nbs
Enclosures

Q15-29-97

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is KRISTOFF, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 1,000 shares, all of one class, .10¢ par value.

ARTICLE V

The address of its initial registered office is 290 - 174th Street #603, Miami Beach, Florida 33160 and the name of its initial registered agent at said address is KRZYSZTOF JASTRZEBSKI.

ARTICLE VI

The principal office and mailing address of the corporation will be:
290 174th Street #603, Miami Beach, Florida 33160.

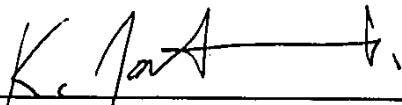
ARTICLE VII

The number of directors constituting its initial board of directors is one (1) whose name and address is: KRZYSZTOF JASTRZEBSKI, 290 - 174th Street #603, Miami Beach, Florida 33160.

ARTICLE VIII

The name and address of the incorporator is:

KRZYSZTOF JASTRZEBSKI, 209 - 174th Street #603,
Miami Beach, Florida 33160.

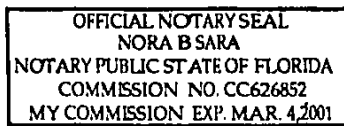


KRZYSZTOF JASTRZEBSKI

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared KRZYSZTOF
JASTRZEBSKI, who is personally known to me or who has produced
drivers licence as identification and who did (did not) take an oath, and who as
Incorporator executed the foregoing Articles of Incorporation, and acknowledged before
me that he subscribed to these Articles of Incorporation for the uses and purposes therein
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal in the State and County aforesaid, this 16th day of May, 1997.



Nora B. Sara
Notary Public
Nora B. Sara
Print Name

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED hereby accepts his designation as registered agent
for KRISTOFF, INC.

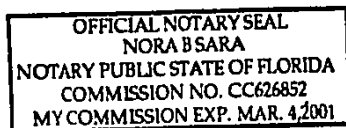
KRZYSZTOF JASTRZEBSKI

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

BEFORE ME, a Notary Public, personally appeared KRZYSZTOF JASTRZEBSKI, who is personally known to me or who has produced drivers license as identification and who did (did not) take an oath, and who as Registered Agent executed the foregoing Acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the State and County aforesaid, this 16th day of May, 1997.



Notary Public
Nora B. Sara
Print Name