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TRANSMITTAL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 26 AM 10:01

FILED

Date: 6/25/97

To: Division of Corporation

From: Andrew Weston 2333 PONCE de LEON BLVD. #1100
for King Alliance Corp CORAL GABLES, FL 33134

RE: Registering

600002223846--7
-06/26/97--01057--017
****122.50 ****122.50

Enclosed please find the following items:

1. Articles of Incorporation
2. Check for \$122.50 to cover cost of registering and sending Certified copy.
3. Federal Express envelope and ticket.

Please return our certified copy by Federal Express, I have enclosed Federal Express Envelope with our Airbill for your convenience.

If you have any questions or need any other information please call me at my office, the number is (305) 441-1700.

Thank you for your help.

Enc. 3

9N6-27-97

**ARTICLES OF INCORPORATION
OF
KING ALLIANCE CORP.**

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ARTICLE I

The name of the corporation is King Alliance Corp. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is:

KING ALLIANCE CORP.
c/o COBB PARTNERS, INC.
2333 Ponce de Leon Blvd, Ph 1100
Coral Gables, FL 33134

ARTICLE III

(a) The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows.

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

(b) The Corporation shall hold a special meeting of shareholders:

- (1) On call of the board of directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IV

The street address of the Corporation's initial registered office in the State of Florida is 2333 Ponce de Leon Blvd., Ph. 1100, Coral Gables, Fl 33134, County of Dade, and the name of its initial registered agent at such office Andrew R. Weston.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

Charles E. Cobb, Jr.
Edward W. Easton
Benito Quevedo

ARTICLE VI

The name of the Incorporator is Andrew R. Weston and the address of the Incorporator is 2333 Ponce de Leon Blvd., Ph.1100, Coral Gables, FL 33134.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporated named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th day of June, 1997.



Andrew R. Weston, Incorporator

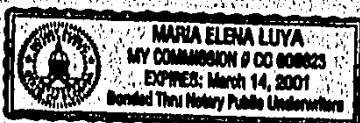
STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

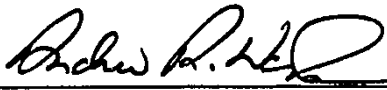
BEFORE ME, the undersigned authority, personally appeared Andrew R. Weston, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 20th day of June, 1997.


NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of King Alliance Corp., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Andrew R. Weston, Registered Agent

Dated: June 20, 1997.

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