



THE UNITED STATES  
CORPORATION  
COMPANY

P97000063033

ACCOUNT NO. : 072100000032

REFERENCE : 467950 8306A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizant*

ORDER DATE : July 18, 1997

ORDER TIME : 9:01 AM

ORDER NO. : 467950-005

CUSTOMER NO: 8306A

CUSTOMER: Ms. Carol L. Rosen  
MANELLA & KLAPHOLZ, LLP.

200002243032-444

Suite 212  
2500 Hollywood Boulevard  
Hollywood, FL 33020

DOMESTIC FILING

NAME: KARIBA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: \_\_\_\_\_

ON JUL 22 1997

7

ARTICLES OF INCORPORATION  
OF  
KARIBA, INC.

FILED  
97 JUL 21 AM 8:36  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KARIBA, INC.

The address of the principal office of this corporation shall be 424 Southeast 10th Street, Apartment 101, Dania, Florida, 32891-0436 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2206 Hollywood Blvd., Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Ross Manella.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The names and street addresses of the initial members of the Board of Directors are:

NAME	ADDRESS
Moncef Bahri Dir.	424 Southeast 10th Street, Apartment 101 Dania, Florida 32891-0436
Karim Bahri Dir.	424 Southeast 10th Street, Apartment 101 Dania, FLorida 32891-0436

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME	ADDRESS
Moncef Bahri Pres./Sec./Treas.	424 Southeast 10th Street, Apartment 101 Dania, Florida 32891-0436
Karim Bahri V.Pres	424 Southeast 10th Street, Apartment 101 Dania, Florida 32891-0436

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Numbers of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

ARTICLE XI. RESTRICTION OF NEW STOCK

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of shareholders. Minority shareholders shall consent to authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE XII. SPECIAL PROVISION

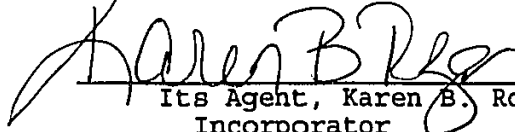
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XIII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these  
Articles of Incorporation on July 21, 1997.

  
Its Agent, Karen B. Rozar  
Incorporator

GLS/rww

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATEED IN THE ARTICLES OF INCORPORATION

ROSS MANELLA, ESQ., an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as Registered Agent in the above and foregoing Articles of Incorporation of:

KARIBA, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



ROSS MANELLA, ESQ.

FILED  
97 JUL 21 AM 8:36  
TALLAHASSEE, FLORIDA