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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 23, 1997

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

400002307684--3
-09/30/97--01043--001
***122.50 ***122.50

Re: K & M Entity, Inc.

Dear Sir:

Enclosed please find the original and two (2) copies of the Articles of Incorporation of the above-captioned proposed corporation. The duplicates have been subscribed and acknowledged by the incorporator in the same manner as the original.

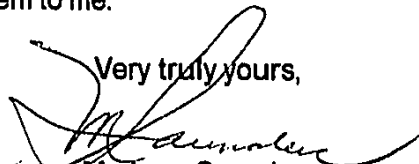
A check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

TOTAL: \$122.50

Please endorse your approval of the Articles of Incorporation on the two (2) duplicate copies, certify and return them to me.

Very truly yours,


Marlene Saunders

MS
Enclosures

P. Hall

OCT - 1 1997

**ARTICLES OF INCORPORATION
OF
K & M ENTITY, INC.**

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SECRETARY OF STATE
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:

K & M ENTITY, INC.

The address of the principal office of this corporation shall be:

11924 Forest Hill Boulevard, Suite #22-105

Wellington, Florida 33414

and the mailing address shall be:

11924 Forest Hill Boulevard, Suite #22-105

Wellington, Florida 33414

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 or business.

ARTICLE III. AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 11924 Forest Hill Boulevard, Suite 22-105, Wellington, Florida 33414, and the name of the initial registered agent of the corporation at that address is Marlene Saunders.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The name and street address of the initial members of the Board of Directors are:

Kendall R. Saunders	11924 Forest Hill Boulevard, Suite 22-105 Wellington, Florida 33414
Marlene Saunders	11924 Forest Hill Boulevard, Suite 22-105 Wellington, Florida 33414

ARTICLE VII. INCORPORATOR

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

Kendall R. Saunders
11924 Forest Hill Boulevard, Suite 22-105
Wellington, Florida 33414

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 23rd day of September, 1997.

By: Kendall R. Saunders
Kendall R. Saunders

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, K & M Amusements, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 11924 Forest Hill Boulevard, Suite 22-105, Wellington, Florida 33414, has named Marlene Saunders, located at 11924 Forest Hill Boulevard, Suite 22-105, Wellington, Florida 33414, as its registered agent to accept service of process within this State.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: Marlene Saunders
Marlene Saunders, Registered Agent