261000C THE UNITED STATES

ACCOUNT NO. : 07210000032

REFERENCE: 617500 81094A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: December 1, 1997

ORDER TIME : 3:33 PM

CORPORATION OMPANY

ORDER NO. : 617500-005

CUSTOMER NO: 81094A

CUSTOMER: Morton R. Goudiss, Esq

MORTON R. GOUDISS, ESQ

Suite 325

1111 Lincoln Road

Miami Beach, FL 33139

DOMESTIC FILING

NAME: K.T.M., 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: Jeanine Glisar

EXAMINER'S INITIALS:

100002360111--4

-12/02/97--01006--038 ****122.50 ****122.50

DIVISION OF CORPORATION

ARTICLES OF INCORPORATION FOR

K.T.M., INC. a Florida Corporation



The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: K.T.M., INC., a Florida Corporation.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1111 Lincoln Road, Suite 325, Miami Beach, Florida, 33139.

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: MORTON R. GOUDISS, ESQUIRE, 1111 Lincoln Road, Suite 325, Miami Beach, Florida, 33139.

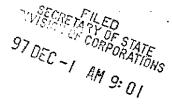
ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: MORTON R. GOUDISS, 1111 Lincoln Road, Suite 325, Miami Beach, FL, 33139.

The undersigned incorporator has executed these Articles of Incorporation this 25 day of November, 1997.

MORTON R. GOUDISS

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE



Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

- 1. The name of the corporation is: K.T.M., INC., a Florida corporation.
- 2. The name and address of the registered agent and office is:

MORTON R. GOUDISS, ESQUIRE 1111 Lincoln Rd., Suite 325 Miami Beach, FL 33139

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mudon & Munding

November 24, 1997