

P98000008495

11762 N. Kendall Drive
Suite # 160
Miami, Florida 33186
(305) 279-1080

January 19, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

700002411277--6
-01/26/98--01028--022
****122.50 ****122.50

Re: Articles of Incorporation for : **Kather Inc.**

Enclosed you will find two (2) sets of the Articles of Incorporation for:

Kather Inc.

We request a certified copy of the Articles of Incorporation, enclosed you will find our check in the amount of \$ 122.50 to cover the filing fees plus a CERTIFIED Copy.

Please forward certified copy to the following address:

Mr. Gil Coca
Internet Merchants
11762 N. Kendall Drive
Suite # 160
Miami, Florida 33186

FILED
98 JAN 26 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you have any questions regarding this matter, please contact me at:
(305) 279-1080 or Fax (305) 596-2871

Sincerely,

Gil Coca

GC/ym
Encl

F. CHESSEB JAN 28 1998

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ARTICLES OF INCORPORATION
OF
KATHER INC.

The undersigned incorporator(s), hereby associates themselves for the purpose of becoming a corporation under the laws of the State of Florida, under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

KATHER INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8585 S. W. 152 Avenue, Unit # 238 Miami, Florida 33193

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 (one hundred) shares of common stock having a par value of one dollar (\$1.00).

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation may begin business shall not be less than \$100.00

ARTICLE V NATURE OF BUSINESS

This corporation may engage in any legal activity for the purpose of transacting any and all lawful business.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Alejandro Ramirez
8585 S. W. 152nd. Avenue, Unit # 238
Miami, Florida 33193

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TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR (S)

The name and street address of the incorporator(s) to these Articles of Incorporation is/are:

Alejandro Ramirez
8585 S. W. 152nd Avenue
Unit # 238
Miami, Florida 33193

Katherine Ramirez
8585 S. W. 152nd Avenue
Unit # 238
Miami, Florida 33193


ARTICLE VIII DIRECTOR(S)

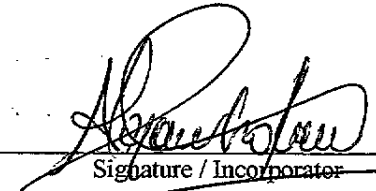
The name and street address of the director(s) to these Articles of Incorporation is/are:

Alejandro Ramirez
8585 S. W. 152nd Avenue
Unit # 238
Miami, Florida 33193
(Director)

Katherine Ramirez
8585 S. W. 152nd Avenue
Unit # 238
Miami, Florida 33193
(Director)

The undersigned incorporator(s) have/has executed these Articles of Incorporation this 19 day of

January 1998

Signature / Incorporator


Signature / Incorporator

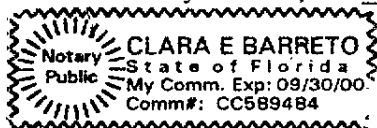
STATE OF FLORIDA)

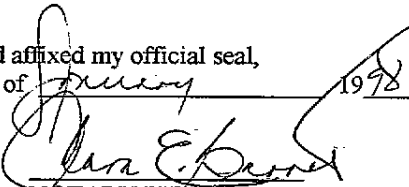
SS: .

COUNTY OF MIAMI-DADE)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Alejandro Ramirez and Katherine Ramirez who is/are personally known to me or have produced theirs Driver's License, as identification and acknowledge before me that they have executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of January 1998.





NOTARY PUBLIC
STATE OF FLORIDA

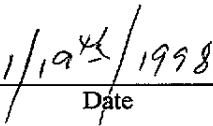
MY COMMISSION EXPIRES: _____

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

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 the 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.



Signature / Registered Agent



Date

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TALLAHASSEE, FLORIDA