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ARTICLES OF INCORPORATION

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

KRISTAN ENTERPRISES, INC.

I, Stanley Forrest the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
__NAME__

EFFECTIVE DATE

ENTERPRISES,

The name of this corporation is: KRISTAN, INC. The principal place of business of this corporation shall be at 9102 W. Bay Harbor Dr., Suite 9CW, Bay Harbor, Florida 3354.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

ARTICLE IV CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII DIRECTORS

The number of directors of the corporation shall not be less than two or more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME ADDRESS

STANLEY FORREST 9102 Bay Harbor Drive,#9CW

Miami Beach, FL 33154

CHRISTINE FORREST 9102 Bay Harbor Drive,#9CW

Miami Beach, FL 33154

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

STANLEY FORREST

V- President / Tresurer

9102 W. Bay Harbor Drive, #9CW Bay Harbor, FL 33154

CHRISTINE FORREST President / Secretary 9102 W. Bay Harbour Drive Bay Harbor, FL 33154

ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Stanley Forrest, 9102 Bay Harbor Drive, Suite 9CW, Bay Harbor Drive, Florida 33154.

ARTICLE XII SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

STANLEY FORREST

9102 W. Bay Harbor Drive Bay Harbor, Florida 33154

ARTICLE XIII INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

Dated this 18 day of March, 1998.

Stoney Forust

. STATE OF FLORIDA)

)SS:

COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared STANLEY FORREST, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at *Miami*, Dade County, Florida, this 18 day of March, 1998.

Notary Public, State of Florida

My Commission Expires:

GLORIA SALOM
COMMISSION # CC 542140
EXPIRES MAY 12, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT AM 10: 17

UPON WHOM, PROCESS MAY BE SERVED

SECRETARY OF STATE
TALL AHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

ENTERPRISES,

FIRST -- THAT KRISTAN, INC DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 9102 W. BAY HARBOR, SUITE 9CW, BAY HARBOR, FLORIDA, 33154, AND HEREBY NAMES STANLEY FORREST, 9102 W. BAY HARBOR DRIVE, SUITE 9CW, BAY HARBOR, FLORIDA 33154, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

STANIEV FODDEST

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

STANLEY FORREST REGISTERED AGENT DATED: March , 1998