

P 980000035753

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April 17, 1998

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

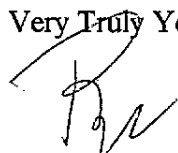
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****210.00 *****70.00

Dear People:

I am enclosing the Articles of Incorporation and Designation of Registered Agent for the corporations K&K Holdings, Inc.; K&K Holdings II, Inc.; and K&K Holdings III, Inc. I am enclosing herein a check of \$210.00 which should satisfy the requirements of \$35.00 for filing of the corporation and \$35.00 for the registered agent fee.

Should there be any questions, please do not hesitate to call.

Very Truly Yours



Robert C. Meyer, for the Firm
Robert C. Meyer, P.A.

RCM/th

Encls: Articles of Incorporation for: K&K Holdings, Inc.
K&K Holdings II, Inc.
K&K Holdings III, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall

APR 20 1998

ARTICLES OF INCORPORATION

OF

K & K Holdings, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is K & K Holdings, Inc.

ARTICLE II

This corporation may and shall engage in lawful activities in the State of Florida.

ARTICLE III

The capital stock authorized, the par thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u>	<u>Par Value/Share</u>	<u>Class</u>
100	\$.01	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Article of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial principal offices of this corporation shall be 15801 South Dixie Highway, Miami, FL 33176, with the privilege of having its office, or any branches, located elsewhere in the State

of Florida or beyond Florida's boundaries.

ARTICLE VI

The corporation shall have at least one Director, with the exact number to be specified by the stockholders from time to time, unless the stockholders elect by majority vote to determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first Director of the Corporation shall hold office for the first year or until a successor is duly elected and qualified.

Name:

Nancy Fernandez
15801 South Dixie Highway
Miami, FL 33176

Title:

Director

William Fernandez
15801 South Dixie Highway
Miami, FL 33176

President, Secretary, Director

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that she/he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this Corporation shall authorize any such contract or transaction with like force and effect.

ARTICLE IX

The private property of the stockholders shall NOT be subject to payment of the corporate

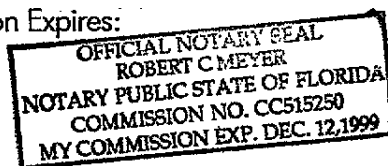
WITNESS MY HAND AND OFFICIAL SEAL in the State of Florida, County of Miami-Dade
this 16 day of April, 1998.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

SEAL:

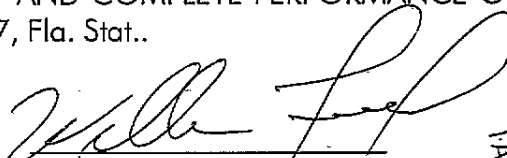


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT WHOM SERVICE MAY BE SERVED

In compliance with the Florida Statutes, the following is submitted: Designation of
Registered Agent and naming same to accept service of process within the State Of Florida for
K & K Holdings, Inc.

Name:	William Fernandez
Address:	10943 South Dixie Highway Miami, FL 33156
Telephone:	(305) 669-0552

HAVING BEEN NAMED TO ACCEPT SERVICE OF 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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES
AND OBLIGATIONS AS UNDER Ch. 607, Fla. Stat..


William Fernandez

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA