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May 6, 1998

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

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-05/14/98--01048--007
*****70.00 *****70.00

Re: Kim Pall Creations, Inc.

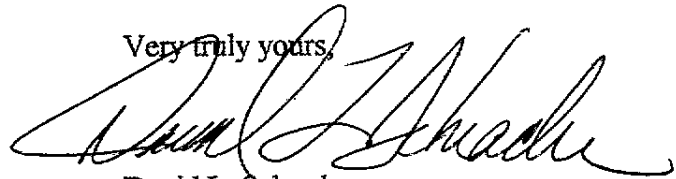
Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Kim Pall Creations, Inc. together with my check in the amount of \$70.00 representing the filing fees for the same. Please file these articles effective April 30, 1998, and assign the appropriate document a number and certification verifying the corporation's formation and existence.

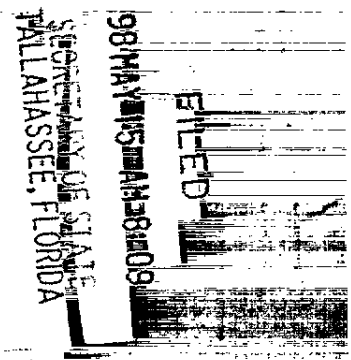
Should you have any questions, need additional information or wish to discuss the enclosed, please do not hesitate to contact me by telephone so as to avoid the delay in mailing.

Thank you in advance for your prompt attention and consideration.

Very truly yours,


David L. Schrader

DLS:kas
Enclosures
cc: Christopher & Kim Pall



w:\clients\pall\corpfilng.ltr

F. CHESSEY MAY 18 1998

**ARTICLES OF INCORPORATION
OF
KIM PALL CREATIONS, INC.**

The undersigned incorporate is for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be **KIM PALL CREATIONS, INC.**

ARTICLE II - PRINCIPAL OFFICE

This principal place of business or mailing address of the corporation shall be:

KIM PALL CREATIONS, INC.
28534 FAIRWEATHER DRIVE
WESLEY CHAPEL, FL 33543

ARTICLE III - CAPITAL STOCK

This corporation shall have the authority to issue 2,000 shares of common stock, par value of \$.01 per share.

ARTICLE IV - TERM OF EXISTENCE

These Articles of Incorporation shall become effective and the corporate existence will begin on May 1, 1998 and continue to exist perpetually.

ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is:

DAVID L. SCHRADER
21859 STATE ROAD 54
SUITE 700
LUTZ, FLORIDA 33549

FILED
98 MAY 15 AM 8:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE VI - BOARD OF DIRECTORS

Each member of the corporation's initial Board of Directors are: KIM PALL and CHRISTOPHER PALL. The affairs of the corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The election of the director shall be done in accordance with the Bylaws.

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employees Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE VIII - INCORPORATORS

The incorporators are: KIM PALL, 28534 FAIRWEATHER DRIVE, WESLEY CHAPEL, FL 33543 and CHRISTOPHER PALL, 28534 FAIRWEATHER DRIVE, WESLEY CHAPEL, FL 33543.

The undersigned incorporators executed these Articles of Incorporation on this 11th day of

May, 1998

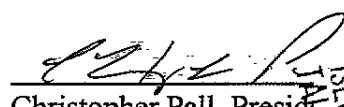
Kim A. Pall
KIM PALL

Christopher Pall
CHRISTOPHER PALL

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.050, 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 KIM PALL CREATIONS, INC.
2. The name and address of the Registered Agent and Office is: DAVID L. SCHRADER, 21859 State Road 54, Suite 700, Lutz, Florida 33549.


Christopher Pall, President

5/11/98
Date

ACCEPTANCE OF REGISTERED AGENT

I agree to act as Registered Agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


David L. Schrader

5/11/98
Date

FILED
98 MAY 15 AM 8:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE