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FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: CORINNE P MCCLURE

PHONE: (941) 649-3186

FAX #: (941) 263-0703

NAME: KDE INTERNATIONAL, INC.

AUDIT NUMBER.....H98000009833

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF  
KDE INTERNATIONAL, INC.

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

KDE INTERNATIONAL, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

c/o Cummings & Lockwood  
3001 Tamiami Trail North  
Naples, FL 34103

THIRD: The aggregate number of shares that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, and the par value of each such share shall be One Cent (\$0.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood  
3001 Tamiami Trail North, 4th Floor  
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

Joel H. Schechter, Esq.

FIFTH: The name and address of the sole incorporator of the Corporation are:

Aaron A. Farmer, Esq.  
3001 Tamiami Trail North  
Naples, Florida 34103

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is four (4). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and

Prepared by Aaron A. Farmer, Esq.  
Cummings & Lockwood  
P. O. Box 413032  
Naples, FL 34101  
(941) 262-8311  
Florida Bar No. 0995053

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address of the person to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

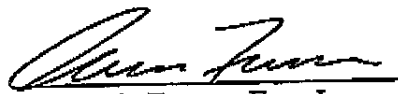
Khaled Mahgoub  
2632 Fountain View Circle, Apt. 108  
Naples, FL 34109

Elliot Metrick  
6640 Glen Arbor Way  
Naples, FL 34119

Gwen Metrick  
6640 Glen Arbor Way  
Naples, FL 34119

Diane Whittier  
2632 Fountain View Circle, Apt. 108  
Naples, FL 34109

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 27<sup>th</sup> day of May, 1998.

  
Aaron A. Farmer, Esq., Incorporator

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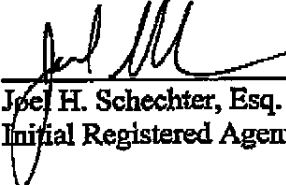
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is: KDE INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:

Joel H. Schechter, Esq.  
3001 Tamiami Trail North  
Naples, Florida 34103

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.

  
\_\_\_\_\_  
Joel H. Schechter, Esq.  
Initial Registered Agent

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