



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 835056 81038A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 1:00

ORDER DATE : May 28, 1998

ORDER TIME : 1:36 PM

ORDER NO. : 835056-005

CUSTOMER NO: 81038A

CUSTOMER: Steven W. Macris, Esq
STEVEN W. MACRIS, ESQ

609 S. Tamiami Trail

Venice, FL 34285

000002539840--5
-05/28/98-01100-012
***122.50 ***122.50

DOMESTIC FILING

NAME: KIKI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DMC
5/28/98

RECEIVED
98 MAY 28 PM 2:34
DIVISION OF CORPORATIONS

6/8/98

298-12227

2544



RECEIVED

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

98 JUN 9 PM 12:03

DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 1:00

May 28, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: KIKI, INC.
Ref. Number: W98000012227

We have received your document for KIKI, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 498A00030067

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

Tomkar, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 1:00

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Tomkar, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The corporation's principal office shall be 600 Narvaezi, Venice, Florida 34285, and the corporation's mailing address shall be 1628 Maryland Avenue, Cape May, New Jersey 08204.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock having a nominal or par value of One Dollar (\$1.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 600 Narvaezi, Venice, Florida 34285, and the name of the initial registered agent of this corporation at that address is THOMAS J. CARNEY.

ARTICLE VII

DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS J. CARNEY	1628 Maryland Avenue Cape May, NJ 08204
KARYN M. CARNEY	1628 Maryland Avenue Cape May, NJ 08204

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS J. CARNEY	1628 Maryland Avenue Cape May, NJ 08204
KARYN M. CARNEY	1628 Maryland Avenue Cape May, NJ 08204

ARTICLE X

TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held

by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of this corporation, and a reference to such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE XI

TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board at which such contract or transaction is authorized or confirmed; and provided, further, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XII

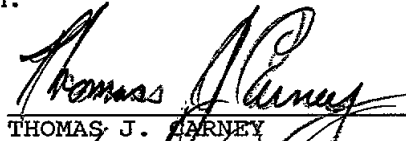
REPLACEMENT OF STOCK CERTIFICATES

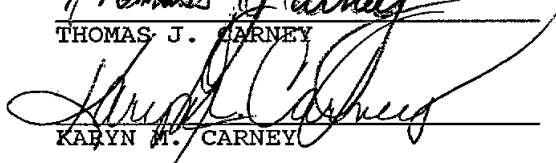
The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

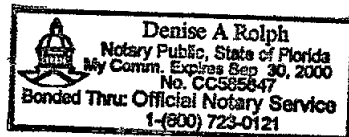

THOMAS J. CARNEY


KARYN M. CARNEY

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a duly authorized Notary Public, personally appeared THOMAS J. CARNEY and KARYN M. CARNEY, Husband and Wife, to me known to be the persons described as subscribers herein, who are personally known to me, who executed the foregoing, and they acknowledged before me that they subscribed to the said Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 27 day of May, 1998.





DENISE A. ROLPH

(Typed, printed or stamped
name of Notary Public)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 28 PM 1:00

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST . . . That Tomkar, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 600 NARVAEZI,

Venice, Florida 34285, has named
THOMAS J. CARNEY, 600 Narvaezi, Venice, Florida 34285 as
its agent to accept service of process within Florida.

Signature: Thomas J. Carney
(corporate officer)

Title: Subscriber

Date: 5/27/98

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 proper and complete performance of my duties.

Signature: Thomas J. Carney

Date: 5/27/98