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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: KMV INDUSTRIES INC.

AUDIT NUMBER.....H98000011825

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

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ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the status of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit, it is;

ARTICLE I

The name of the corporation shall be:

KMV INDUSTRIES INC.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock, and which common stock shall have a par value of 1.00 per share. All stock is to be issued as fully paid and exempt for assessment.

PREPARED BY: EDWARD W. KOZIAL
2200 South Ocean Lane
Suite 705
Ft. Lauderdale, Fl. 33316
(305) 863-4222

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ARTICLE IV

The stock shall be issued from time to time as may be determined by the Board of Directors
On dissolution of the corporation, the holders of the stocks shall be entitled to distribution as their holding may appear upon the records of the corporation.

ARTICLE V

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The initial post office address of the principal office of this corporation in the State of Florida is:

2200 South Ocean Lane
Suite 705
Ft. Lauderdale, FL 33316

The Board of Directors from time to time may move the principal office to any other places in the United States of America, the State of Florida, and Foreign Countries as may from time to time be authorized by the Board of Directors.

ARTICLE VIII

This corporation shall have no less than Three directors, initially. The numbers of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one. The names and post office addresses of each subscriber to these Articles of Incorporation and their percentage of participation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
Edward W. Kozial	2200 South Ocean Lane Suite 705 Ft. Lauderdale, FL 33316	40%
Jorge Nildo Mesa	531 S.W. 122 Ave Miami, FL 33184	30%
Manolo Villacreces	600 N.E. 36th St. Apt. 2014 Miami, FL 33137	30%

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors, President, Vice President/ Treasurer who shall hold office for the first year of existence of the corporation or until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Jorge Nildo Mesa	531 S.W. 122 Ave. Miami, FL 33184	President
Edward W. Kozial	2200 South Ocean Lane. Suite 705 Ft. Lauderdale, FL 33316	V. President/ Treasurer

ARTICLE X

These articles of incorporation may be amended in the manner prescribed by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon.


ARTICLE XI

That the street address of its initial Registered Office and the name of its initial Registered Agent at such address is:

Edward W. Kozial
2200 South Ocean Lane
Suite 705
Ft. Lauderdale, FL 33316

And as its agent will accept service of process within the State of Florida at such Registered Office.

In witness whereof, the undersigned subscribers have hereunto set their hand and seal



Edward W. Kozial
Vice President/ Treasurer

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ARTICLE XII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its goodwill, its corporate business, upon such terms and conditions as its Board of Directors deems meet and expedient, and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however that no vote or consent of stockholders shall be necessary for a transfer of assets by way of a mortgage, trust, or pledge to secure the indebtedness of the Corporation.