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Skelding Law firm

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98 AUG -4 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. K-N Merchandising, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

7

RECEIVED
98 AUG -4 PM 3:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
K-N MERCHANDISING, INC.**

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98 AUG -4 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be K-N MERCHANDISING, INC.

ARTICLE II

Purpose

This Corporation shall be organized for the purpose of engaging in any business which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be Sonya K. Daws. The address of the registered agent shall be 318 North Monroe Street, Tallahassee, Florida 32301.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 6396 Mallard Trace, Tallahassee, Florida 32312.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of 10,000 shares of voting common stock having a par value of ten cents (\$0.10) each.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

This Corporation shall have no less than one director (1) nor more than three (3). The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The initial directors of the Company shall be as follows:

Name

Address

Heather Kerby-Nelson

6396 Mallard Trace
Tallahassee, Florida 32312

Paul Nelson

6396 Mallard Trace
Tallahassee, Florida 32312

James Kerby

3302 Calder Crescent
Saskatoon, Saskatchewan

ARTICLE IX

Incorporator

The name and address of the Incorporator is: Paul Nelson, 6396 Mallard Trace, Tallahassee, Florida, 32312.

ARTICLE X

Officers

The officers of the Corporation shall be a president and a secretary/treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names of the initial officers are as follows:

<u>Office</u>	<u>Name</u>
President	Paul Nelson
Vice President	Heather Kerby-Nelson James Kerby
Secretary/Treasurer	Heather Kerby-Nelson

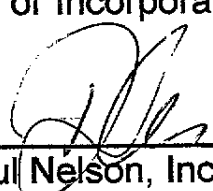
ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, to the full extent permitted under Chapter 607, Florida Statutes, or its successor statute.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 4th day of August, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.



Paul Nelson, Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared Paul Nelson, and being first duly sworn and upon his oath, stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 4th day of August, 1998.



NOTARY PUBLIC - STATE OF FLORIDA

PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me _____
or produced the following identification: _____



Sonya K. Daws
MY COMMISSION # CC569407 EXPIRES
July 26, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

FILED
98 AUG -4 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Having being named as registered agent for K-N
MERCHANDISING, INC., a Florida corporation, (the
"Corporation") in the foregoing Articles of Incorporation,
I, on behalf of the Corporation, hereby agree to accept
service of process for the Corporation and to comply with
any and all statutes relative to the complete and proper
performance of the duties of registered agent, including
Florida Statutes Section 620.192.**



Sonya K. Daws