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August 3, 1998

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

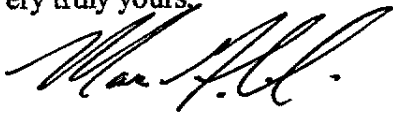
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To Whom It May Concern:

Please find enclosed herewith the *original* and one *copy* of the Articles of Incorporation of K & M Designs, Inc. and the personal check of Marc Fillion in the amount of \$122.50 for the filing of the Articles of Incorporation.

If you should have any questions or concerns, please feel free to contact my office.

Very truly yours,



Marc Fillion
Enclosure
Check No.: 719

APPROVED
AND
FILED
98 AUG -7 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 12 1998

ARTICLES OF INCORPORATION

OF

K & M DESIGNS, INC.

EFFECTIVE DATE
8-5-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG - 7 AM 8:57

APPROVED
AND
FILED

ARTICLE I NAME

The name of this corporation is K & M DESIGNS, INC.

ARTICLE II DURATION

This corporation shall exist perpetually commencing as of the date of execution and acknowledgment of these Articles.

ARTICLE III PURPOSE

This corporation is organized for the purposes of conducting any lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$5.00 par value stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 940 Coral Ridge Drive #303, Coral Springs, Florida 33071 and the name of the initial registered agent of this corporation at that address in MARC FILION.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the director of this corporation is:

MARC FILION
940 Coral Ridge Drive #303
Coral Springs, Florida 33071

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles is:

MARC FILION
940 Coral Ridge Drive #303
Coral Springs, Florida 33071

ARTICLE IX PRESIDENT

MARC FILION will serve as this corporation's President. MARC FILION holds 51% of this corporation's stock.

ARTICLE X CHAIRMAN

KATHRYN FILION will serve as this corporation's Chairman. KATHRYN FILION holds 49% of this corporation's stock.

ARTICLE XI BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board Directors and the shareholders.

ARTICLE XII CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XVI AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this 5 day of AUGUST, 19 98.


Marc Fillion

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Marc Fillion, who is personally known to me or has produced Personally Known as identification known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 5 day of August, 19 98.

Seal


Notary Public

My commission expires: 11/15/98



DIANE B VOORHEES
My Commission CC420979
Expires Nov. 15, 1998
Bonded by HAI
800-422-1555

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

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

First: That K & M DESIGNS, INC., desiring to organize under the laws of the State of Florida with its principal office located at 940 Coral Ridge Dr. #303, Coral Springs, Florida 33071 has named MARC FILION, as its agent to accept service of process within this State.

Acknowledgment:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



MARC FILION

APPROVED
AND
FILED
98 AUG - 7 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA