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CRAIG B. WARD

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

OF COUNSEL
CHARLES D. MINER
BOARD CERTIFIED IN TAXATION

October 8, 1998

SUITE 501
105 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801
TELEPHONE (407) 839-0222
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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

EFFECTIVE DATE
10-7-98

400002661514--2
-10/12/98--01070--016
****210.00 ****70.00

Re: Kristoff Meridian Corporation

Ladies/Gentlemen:

Enclosed for filing are Articles of Incorporation for Kristoff Meridian Corporation together with an additional copy of the Articles which I would appreciate your date stamping and returning to me. Please note that the effective date of incorporation is October 8, 1998.

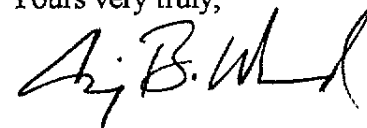
This form's check in the amount of \$70.00 is enclosed to cover the following costs:

Filing Fee	\$35.00
Registered Agent filing fee	\$35.00
Total:	\$70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 AM 8:59

Please contact me immediately if anything further is required to complete this filing.

Yours very truly,



Craig B. Ward

CBW:sg
Enclosures
cc: Mr. Alberto Purcell, Jr.

F. CHESSER

OCT 13 1998

ARTICLES OF INCORPORATION
OF
KRISTOFF MERIDIAN CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 AM 8:59

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida:

EFFECTIVE DATE
10-7-98

ARTICLE I
NAME

The name of the corporation is KRISTOFF MERIDIAN CORPORATION.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation shall be located initially at 4651 36th Street, Suite 200, Orlando, Florida 32811.

ARTICLE III
COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV
GENERAL PURPOSE

The purposes for which the corporation has been formed are:

To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE V
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to issue is 7500 shares of common stock having

par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be located at 105 E. Robinson Street, Suite 501, Orlando, Florida 32801, and the initial registered agent of the corporation at such address shall be Craig B. Ward, Esq.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and street address of the director who shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
Alberto Purcell, Jr.	4651 36 th Street, Suite 200 Orlando, Florida 32811.

ARTICLE VIII
INCORPORATOR

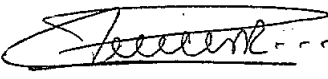
The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Alberto Purcell, Jr.	4651 36 th Street, Suite 200 Orlando, Florida 32811.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation this 7 day of October, 1998.

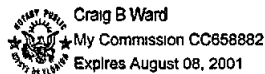

Alberto Purcell, Jr., Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 12 AM 8:59

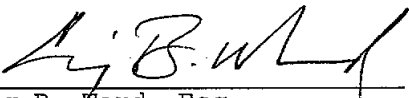
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 7th day of October, 1998 by ALBERTO PURCELL, JR. who is personally known to me.


Notary Public, State of Florida



I, Craig B. Ward, do hereby agree to serve as the corporation's registered agent pursuant to Article VI of the foregoing Articles of Incorporation.


Craig B. Ward, Esq. [SEAL]