



Stephens Lynn Klein & McNicholas P.A.

Gary Khutorsky

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October 19, 1998

**VIA FEDERAL EXPRESS**

Ms. Sandra B. Mortham  
Secretary of State  
The Capitol  
Tallahassee, Fl. 32399-0001

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

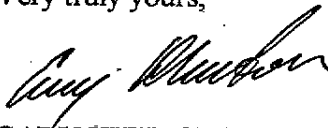
RE: Articles of Incorporation of KLIP Industries, Inc.

Dear Ms. Mortham:

Enclosed please find the original and one copy of the Articles of Incorporation of **KLIP Industries, Inc.**, with the attached Certificate Designating the Agent for the Service of Process for this corporation. A check for the filing fee and for the designation of agent fee in the amount of \$70.00 is also enclosed.

Please return the necessary documentation and copies of applicable documents to the undersigned in the enclosed pre-addressed FedEx envelope.

Very truly yours,

  
GARY KHUTORSKY

GK  
enclosures

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Fort Lauderdale Office

Telephone 954/462-4602  
Florida Wats 800/329-4602

Tampa Office

Telephone 813/209-9611  
Florida Wats 800/329-8600

West Palm Beach Office

Telephone 561/655-1500  
Florida Wats 800/329-1501

**ARTICLES OF INCORPORATION  
OF  
KLIP Industries, Inc.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this corporation shall be:

**KLIP Industries, Inc.  
4150 Poinciana ave.  
Miami, Fl. 33133**

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**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The Capital stock authorized, the par value thereof, and the characteristic of such stock shall be as follows:

# of Shares Authorized	Par Value Per Share	Class of Stock
100	\$ 1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the preemptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional share need not be issued on account of this provision.

#### **ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

The initial registered office of this corporation shall be at: **4150 Poinciana ave., Miami, Florida 33133**, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial Registered Agent at that address shall be: **GARY KHUTORSKY**.

#### **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by majority vote thereof, determine that the corporation be managed by the stockholders.

## **ARTICLE VII**

The names and addresses of the first directors and officers of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
GARY KHUTORSKY	Director	4150 Poinciana Ave Miami, Fl. 33133
GARY KHUTORSKY	President	4150 Poinciana Ave. Miami, Fl. 33133
EVGENI ISTCHENKO	Director	101 Sumner Rd. Brookline, Ma. 02146
EVGENI ISTCHENKO	Secretary	101 Sumner Rd. Brookline, Ma. 02146

## **ARTICLE VIII**

The name and address of the incorporator is:

**GARY KHUTORSKY**  
4150 Poinciana Ave.  
Miami, Fl. 33133

## **ARTICLE IX**

Private property of the stockholders shall not be subject to the payment of the corporate debts in any extent.

## **ARTICLE X**

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned being the incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunder set my hand and seal this 19<sup>th</sup> day of October, 1998.

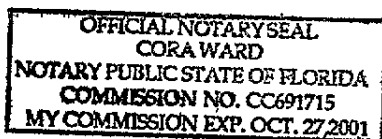


GARY KHUTORSKY

State of Florida       )  
                                  )  
County of Dade        )

BEFORE ME, the undersigned authority, personally appeared GARY KHUTORSKY, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purpose herein stated.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 19<sup>th</sup> day of October, 1998.

  
Notary Public State of Florida.

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

In compliance with the laws of the State of Florida, the following is submitted:

**KLIP Industries, Inc.**, desiring to organize under the laws of the State of Florida, has named GARY KHUTORSKY, 4150 Poinciana Ave. Miami, Fl. 33133, County of Dade, State of Florida as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in the certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Dated this 19<sup>th</sup> day of October, 1998.

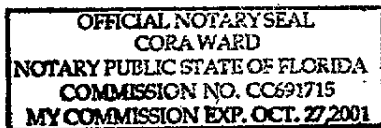
  
GARY KHUTORSKY  
Registered Agent

State of Florida       )  
                                  )  
County of Dade       )

BEFORE ME, the undersigned authority, personally appeared GARY KHUTORSKY, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same freely and voluntarily for the purpose herein stated.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 19<sup>th</sup> day of October, 1998.

  
Notary Public State of Florida.



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