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Florida Department of State

Division of Corporations

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To:

**Division of Corporations
Fax Number : (850) 922-4001**

From:

**Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346**

FLORIDA PROFIT CORPORATION OR P.A.

KM MANAGEMENT GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

F. CHESSE

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ARTICLES OF INCORPORATION

OF

KM MANAGEMENT GROUP, INC.

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The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is KM MANAGEMENT GROUP, INC. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 15721 NW 7TH AVENUE, MIAMI, FL 33189.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

PREPARED BY:
JEANNETTE G. ANDREWS ESQ
TOOLS FOR CHANGE
6255 N. W. 7TH AVENUE
MIAMI, FL 33150
FL BAR# 0075124
(305) 751-8934

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued 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 VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 2225 NW 103 STREET, MIAMI, FL 33147; and the registered agent at that office is NORA BAZZANO.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

NORA BAZZANO
2225 NW 103 STREET
MIAMI, FLORIDA 33147

RUBEN BEDOYA
2225 NW 103 STREET
MIAMI, FLORIDA 33147

DORIS ARNOLD
18845 NW 11 COURT
MIAMI, FLORIDA 33169

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

NORA BAZZANO
2225 NW 103 STREET
MIAMI, FLORIDA 33147

IN WITNESS WHEREOF, NORA BAZZANO, the undersigned incorporator, have signed these Articles of Incorporation on this 19 day of November, 1998, and acknowledged the same to be my act.



NORA BAZZANO

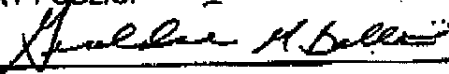
STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of November, 1998 by NORA BAZZANO, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN:



PRINT:

Geraldine Mathis Bado

STATE OF FLORIDA AT LARGE



Geraldine Mathis Bado
My Commission OC577001
Expires Aug. 18, 2000

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First—That OmniConcepts, Inc. desiring to organize under the laws of the State of Florida with its principal office at 2225 NW 103 STREET; as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named NORA BAZZANO, at 2225 NW 103TH Street, in the City of MIAMI County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: 
NORA BAZZANO

DATE: November 17, 1998

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