

P980000 98528

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: KEY MACHINES CORP.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50

FROM: KEY MACHINES CORP.
11851 High Tech Ave.
Orlando, FL 32817
(407) 677-4542

800002691228--9
-11/19/98--01032--009
****122.50 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 8:44

Note: Additional copy of the articles is needed only when certified copy is requested.

B. BROCK NOV 24 1998

ARTICLES OF INCORPORATION

OF

KEY MACHINES CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adapts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is KEY MACHINES CORP.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to: international business trading, research business opportunities in the United States and overseas assist in the importing/exporting of products worldwide, develop and maintain worldwide business relationships and all other related activities.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The names of the Initial officers and directors if this corporation are:

Hernan Bertin

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of this corporation

98 NOV 19 AM 8:44
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Hernan Bertin,

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of principal office of the corporation shall be:

11851 High Tech Ave., Orlando, FL, 32817

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - INCORPORATOR

The names and addresses of the persons signing this Articles of Incorporation are:

Hernan Bertin, 11851 High Tech Ave., Orlando, FL, 32817

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of November, 1998.


A handwritten signature in black ink, appearing to be 'H. Bertin', written over a horizontal line.

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.235, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent in the State of Florida.

1. The name of the Corporation is KEY MACHINES CORP.
2. The name and address of the registered agent and office is: HERNAN BERTIN, 11851 High Tech Ave., Orlando, FL, 32817

SIGNATURE :


(Corporate officer)

TITLE:

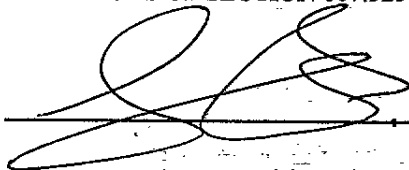
President

DATE:

11/16/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES' RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE:



DATE:

11/16/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 8:44