

P98000107770
WOLFE, YOUNG, O'BAKER & COMPANY Accountants & Tax Consultants

5100 Highway 17-92, Suite 200 • Casselberry, Florida 32707-3862 • Phone: 407.339.9000 • Fax: 407.339.4205 • www.wyoc.com

December 23, 1998

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

100002722801--3
-12/28/98--01020--002
*****78.75 *****78.75

Re: M & K International Investment Corporation

To Whom it May Concern:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Please return all correspondence concerning this matter to the following:

Clyde E. O'Baker
Wolfe, Young, O'Baker & Company
101 Sunnyside Road, Suite 200
Casselberry, Florida 32707

Should you have any questions, please do not hesitate to call this office at 407-339-9000.

Very truly yours,

Wolfe, Young, O'Baker & Company

Clyde E. O'Baker

Clyde E. O'Baker

CEO/sbo
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
M & K INTERNATIONAL INVESTMENT CORPORATION

Article I - Name

The name of the corporation is: M & K International Investment Corporation

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

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Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office of this corporation is: 658 Douglas Avenue, Suite 1102, Altamonte Springs, Florida 32714. The name of the initial registered agent of this corporation at that address is: Arie Konforte

Article VII - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Arie Konforte, 102 Elderberry Lane, Longwood, Florida 32779 and Marco M. Barouch, 658 Douglas Avenue, Suite 1102, Altamonte Springs, Florida 32714.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Arie Konforte, 658 Douglas Avenue, Suite 1102, Altamonte Springs, Florida 32714.

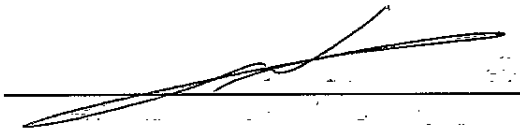
Article IX - Initial Officer

The names and addresses of initial officers shall be: Arie Konforte, 102 Elderberry Lane, Longwood, Florida 32779 - President/Secretary/Treasurer and Marco M. Barouch, 658 Douglas Avenue, Suite 1102, Altamonte Springs, Florida 32714 - Vice President.

Article X - By-Laws

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 23 day of December A.D., 1998.


Arie Konforte - Incorporator

STATE OF FLORIDA

COUNTY OF Orange:

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Arie Konforte**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.

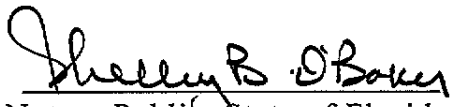

Arie Konforte

Form of I.D. FLDL

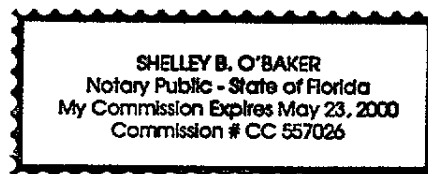
I.D. # KS16-000-58-415

Expiration 2003

SWORN and SUBSCRIBED to before me this 23rd day of December,
A.D., 1998.


Notary Public, State of Florida
AT LARGE

My Commission Expires:
(N.P. Seal)



State of Florida
Department of State

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

The following is submitted in compliance with Section
48.091, Florida Statutes.

M & K International Investment Corporation, a corporation organized under
the laws of the State of Florida, with its principal office at: 658 Douglas
Avenue, Suite 1102, Altamonte Springs, Florida 32714, has named **Arie
Konforte**, at that address, as its Agent to accept service of process within this
State.

M & K International Investment Corporation

BY: _____
Arie Konforte
Incorporator

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A C C E P T A N C E

Having been named to accept service of process for the above-stated
corporation, at the designated place in this certificate, I hereby 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.

Arie Konforte
Registered Agent