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REPLY TO:

December 23, 1998

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

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-12/28/98--01087--016
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for KPKritters, Inc. along with a check for \$70 for filling fees. Please return the Articles to me at the Boca address listed above.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Robert D. Schwartz

w/enc.

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98 DEC 28 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12/30/98

FILED

98 DEC 28 PM 1:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KPKRITTERS, INC.

I, the undersigned, being of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, under Section 607 of the Florida Statutes authorizing the formation of corporations.

ARTICLE I - NAME:

The name of the corporation shall be:

KPKRITTERS, INC.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of acceptance of the corporation by the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue (100) shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 771 Titan Road, South

East, Palm Bay, Florida 32909. The name and address of the initial Registered Agent of the corporation is Robert D. Schwartz, Esq., Mandelbaum, Salsburg et al., P.C., 1489 W. Palmetto Park Road, Suite 440, Boca Raton, FL 33486.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of the corporation are KEITH PAFFENROTH, 771 Titan Road, South East, Palm Bay, Florida 32909 and ELIZABETH PAFFENROTH, 771 Titan Road, South East, Palm Bay, Florida 32909.

ARTICLE VII - INCORPORATOR:

The name and address of the person signing these Articles is: KEITH PAFFENROTH, 771 Titan Road, South East, Palm Bay, Florida 32909.

ARTICLE VIII - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE IX - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

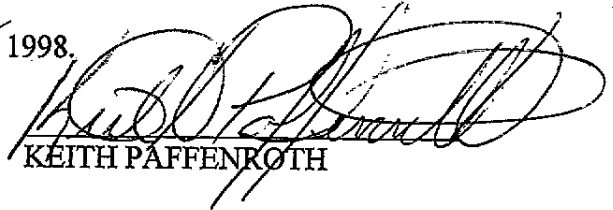
ARTICLE X - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT:


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

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


KEITH PAFFENROTH

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgment in the State and County aforesaid, personally appeared KEITH PAFFENROTH, to me known and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same.


NOTARY PUBLIC

My Commission Expires:



FILED

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

FIRST: That Kpkritters, Inc. is desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Palm Bay, County of Brevard, State of Florida, has named Robert D. Schwartz, Esq., located at 1489 W. Palmetto Park Road, Suite 440, Boca Raton, FL 33486., in the County of Palm Beach and the State of Florida as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative of keeping open said office.


ROBERT D. SCHWARTZ
Resident Agent

Dated: 12/23/98