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January 5, 1999

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

SUBJECT: AKO International, Inc.

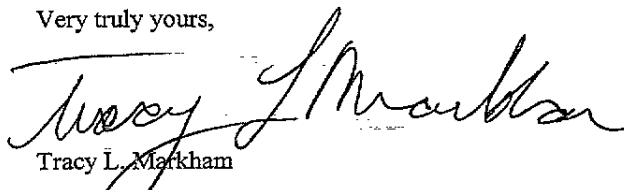
To Whom It May Concern:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please provide a certificate of status and certified copy of these articles.

A check for \$131.25 is enclosed. This represents payment for:

Filing articles of incorporation, certified copy of articles of incorporation, and a certificate of status.

Very truly yours,


Tracy L. Markham

Enc.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

AKO INTERNATIONAL, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is AKO International, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 480 Sevilla Drive, St. Augustine, Florida 32086.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Tracy L. Markham, 2730 U.S. 1 South, Suite J, St. Augustine, Florida 32086.

ARTICLE V. INCORPORATORS.

The names and street addresses of the incorporators of these articles of incorporation are Eric Lamm, 480 Sevilla Drive, St. Augustine, Florida 32086 and Akiko Lamm, 480 Sevilla Drive, St. Augustine, Florida 32086.

ARTICLE VI. AUTHORIZED PURPOSES.

This corporation is organized to engage in any and all lawful purposes, activity or business which corporations may be permitted under the laws of the United States and the State of Florida and to have all the general powers in Florida Statutes Chapter 607.

ARTICLE VII. PERPETUAL EXISTANCE.

This corporation shall have perpetual existence and its existence shall commence on the date and at the time of the filing of these Articles by the State of Florida, Division of Corporations.

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ARTICLE VIII. STOCK ISSUANCE

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

ARTICLE IX. DIRECTORS

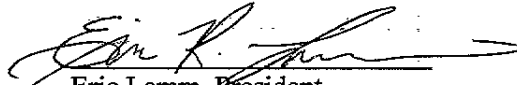
This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by majority vote of the shareholder, but shall never be less than two (2). The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-laws of this corporation and the laws of the State of Florida, shall hold office until the first meeting of shareholders and until their successors have been elected and qualified, or until earlier resignation, removal from office or death, is as follows:

<u>Name</u>	<u>Address</u>
Eric Lamm	480 Sevilla Drive, St. Augustine Florida 32086
Akiko Lamm	480 Sevilla Drive, St. Augustine Florida 32086

ARTICLE X. OFFICERS

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

The undersigned have executed these articles of incorporation on January 5, 1999.


Eric Lamm, President


Akiko Lamm, Vice-President

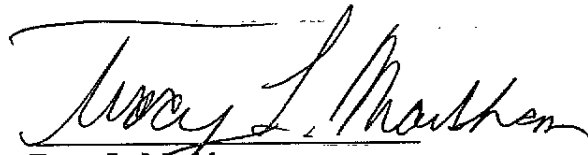
Designation and Acceptance of Registered Agent for a Florida Corporation

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is AKO International, Inc..
2. The name of the registered agent is Tracy L. Markham.
3. The address of the registered agent/registered office is 2730 U.S. 1 South, Suite J, St. Augustine Florida 32086.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Tracy L. Markham
Date: January 5, 1999

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