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To: Division of Corporations
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Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

K.S.I. (USA), INC.

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.S.I.(USA), INC.

ARTICLE I

NAME: The name of the company shall be "K.S.I.(USA), Inc."

ARTICLE II

HEAD OFFICE: The head office is established at 888 SE Third Avenue, Suite 400, Fort Lauderdale, Florida 33316, but may be transferred to any other location by written decision to the Board of Directors.

ARTICLE III

NATURE OF BUSINESS: The business can conduct any lawful activity. The company has for purpose, but not exclusively, by profit-sharing, in all businesses, enterprises or corporations having an identical, analogue, similar or related purpose or may be of purpose to favor the development of its enterprise, to procure raw materials or to facilitate the selling of its products. The company may endorse liabilities at all times.

ARTICLE IV

LENGTH: The duration of the company is unlimited. On October fifth of each year, the corporate notices are determined; the corporate exercise shall commence on January first and terminate on December thirty-first of each year.

LARRY J. BEHAR, P.A.
888 Southeast Third Avenue
Suite # 400
Fort Lauderdale, Florida 33316
Tel.: (954) 524-8888
Fax: (954) 524-0088

FLORIDA BAR # FL281743

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ARTICLE V

CAPITAL STOCK: The capital stock shall be three million dollars U.S. The capital is fully subscribed. The capital is entirely released and is at the disposition of the company following the incorporation of the company.

Any modifications to the capital stock (authorized capital, reimbursement of capital, increase of capital, reduction of capital, or other) will require the prior consent of the majority of the members of the Board of Directors who establish the regulations.

Thus, in the event of an increase in capital, the new shares must be offered by preference to the members of the Board of Directors in the pro-rated numbers of their shares represented of the capital, within a minimum delay of fifteen days following the opening of the subscription. However, that right of preferential subscription may be limited or deleted by decision of all the members of the Board of Directors. The calling of funds is decided solely by the Board of Directors.

ARTICLE VI

SHARES: The number of shares, is fixed at 300,000 common stock with a nominal par value of ten dollars U.S per share.

The number of shares is fixed at 30,000 preferred stock with a nominal par value of ten dollars U.S. per share.

The name and street address, and the number of shares subscribed to by the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organizational meeting, is:

NAME:	ADDRESS:	NUMBER OF SHARES:
Larry J. Behar	888 S.E. 3rd Avenue Suite # 400 Fort Lauderdale, Florida 33316	300,000 Common Shares
Larry J. Behar	888 S.E. 3rd Avenue Suite # 400 Fort Lauderdale, Florida 33316	30,000 Preferred Shares

There are two categories of shares, common and preferred. The powers, rights and preferences which are attributed to them are of the exclusive competence of the Board of Directors. The shares are to the bearer, either nominative or dematerialized. Their conversion is within the exclusive jurisdiction of the Board of Directors, who, with unanimity, sets the standards.

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The shares are to the bearer and are nominative only by decision of the Board of Directors which sets the standards. The company preserves, in its head office, a minute book of the nominative shares, if any. The dematerialized shares may be created directly during the constitution of the company or during an increase in capital, by unanimous decision of the Board of Directors.

The titles to shares are indivisible with regard to the company. If there are several owners of a title, the exercise of rights related thereto is suspended until such time as one person is designated as being the owner of the title. The limitation, under any form whatsoever, of the assignment of shares is of the exclusive jurisdiction of the Board of Directors.

ARTICLE VII

BOARD OF DIRECTORS: The company is managed by a Board of Directors. The Board acts solely in the interest of the company and in good faith. Each year, the Board of Directors elects or re-elects a President, failing which, the oldest director becomes President.

The President will preside at all meetings of the Board of Directors. The Board of Directors votes in a simple majority of all votes expressed, with the exception of contrary disposition, at its option. In case of equal votes, the President's vote is the tie breaker.

The Board meets at the request of the President each time the company's interest requires it, and each time that at least two officers request it, no less than once a year.

The Board of Directors will be represented by only one of its members unless a third person is designated unanimously. However, they may delegate the "daily management" of the company to one or more officers inevitably chosen.

This individual will bear the title of Delegated-Officer. The officer will not be represented. He is considered as "daily management": everything that is done day by day to ensure the normal functioning of the company and that, by the minimal importance or by the degree of urgency, will not justify the intervention of the Board of Directors or will not render it necessary. In fact, he lawfully represents the company.

The Board of Directors is competent for all managing actions useful or necessary to the accomplishment of the nature of the business. It has the exclusive authority to modify its regulations. Each modification will be approved unanimously by the Board members. It establishes the annual accounts and sets the date for payments of dividends. It decides the standards of the creation and the establishment of one or several operating seats with a view to realizing the

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nature of the business. It establishes each year a report on its management and shall disseminate information at its discretion.

ARTICLE VIII

OFFICERS: Corporate officers shall act to the best and solely in the interest of the company and in good faith. They are appointed or reappointed by the General Assembly for an unlimited period. They can at all times be revoked by the General Assembly which shall appoint a replacement without delay. Such officers may resign but will have to continue their functions during a reasonable period thereafter to provide for their replacement. The mandates are unrestricted unless decided by the General Assembly which sets the standards.

They are entitled to the reimbursement of their out-of-pocket and travel costs as determined by the General Assembly.

ARTICLE IX

GENERAL ASSEMBLY: The control of the company remains the authority of the shareholders. The General Assembly disposes of all the competence which is conferred to it by the Board of Directors or the statutes.

The General Assembly meets annually on the fifth of October at the head office or at any other location designated in the notices. If that day is a legal holiday, the General Assembly will take place the next business day, at the same place and same time. The Assembly may be extraordinarily requested by the Board of Directors or at the request of the shareholders representing at least one fifth of the capital, at any moment, to decide and deliberate the subject of its competence. To be admitted at an Assembly, the holders of shares to the bearer must deposit them no later than five days prior to the scheduled date at the head office of the company or at a financial institution mentioned in the notices. In the same delay, the nominative shareholders or their representatives must advise the company of their intention to assist the meeting by simple letter addressed to the head office. The accomplishment of that formality may not be required if it is not mentioned in the notices. The officers are released of such obligation.

Each owner of shares may be represented at the General Assembly by a sponsor who must be a shareholder himself and have the right to assist. The representation is submitted to the Board of Directors for approval. Each General Assembly is presided by the President of the Board of Directors, or if absent, by the oldest Delegated Officer, who designates a secretary and two scriveners.

Each share gives the right to a vote. The General Assembly can only deliberate on matters mentioned in the order of the day, unless unanimity is present and decides differently. The deliberations are taken, unless to the contrary, in a simple majority, no matter what the number of shares represented.

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The votes are expressed in the interest of the company and under defined form by the Board of Directors. The General Assembly decides of any modification of capital such as authorized capital, reimbursement of capital, increase of capital, reduction of capital, or other. The General Assembly decides the effect of the results. The General Assembly approves the annual accounts and votes for the discharge of officers or other.

ARTICLE X

ELECTION OF DOMICILE: For the execution of statutes, any shareholders, any officers, or other, completes an election of domicile at the head office or any other communications may be validly made to him, if he has not elected another domicile for the company.

ARTICLE XI

CONTROL: The control of the financial situation, of the annual accounts and of the regularity of the operations to be viewed in the annual accounts of the company is attributed by the General Assembly through an agent entitled Accounts Clerk. Thus, the Accounts Clerk will be consulted for any decision not related to the daily management of the company or each time that a member of the General Assembly requests it. He is the only judge of the nature and of the extent of the controls to be effectuated. He disposes of all the means and of all the assistance necessary to be able to execute his function properly.

The Accounts Clerk has the right to address the General Assembly or during any Board of Directors meeting in the best interests to accomplish his task. He shall first inform the President of the Boards of Directors.

During his mandate and after such, he cannot accept, not in the company submitted to his control nor in an enterprise related to the company, any other function, mandate or mission of any nature which may place his autonomy in question. He is responsible towards the company of any errors committed by him in the accomplishment of his functions.

ARTICLE XII

DISSOLUTION: In the event of the dissolution of the company for whatever reason and at whatever time, the liquidation is effected by the officers of the company who act in their quality as "Liquidation Committee" failing which, the Board of Directors may name one or several liquidators and set the remuneration.

After payment of all debts, charges and liquidation costs, or after consignment of such amounts for those purposes, the liquidators distribute the net value in cash

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or in titles, amongst the shareholders prorated from the number of shares which they hold. In addition, the goods which substantiate in nature are divided in the same way.

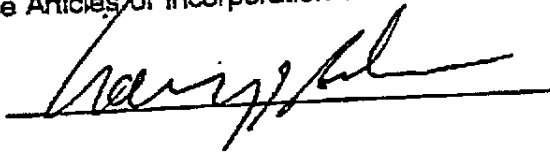
ARTICLE XIII

COSTS: The costs, expenses, and remuneration for the constitution of the company are charged to the company.

ARTICLE XIV

The initial registered office shall be at 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 3336. The initial registered agent at the same address shall be LARRY J. BEHAR, P.A.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this 29th day of March, 1999.



REGISTERED AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE OPEN.

LARRY J. BEHAR, P.A.

By:


Registered Agent

DISCLAIMER:

THE LAW FIRM OF LARRY J. BEHAR, P.A. WILL NOT ACT AS REGISTERED AGENT OF THE ABOVE-CAPTIONED CORPORATION BEYOND THE FIRST YEAR OF INCORPORATION.

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