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KATHLEEN MARTINO, CLA
1209 SE 3rd Avenue
Fort Lauderdale, FL 33316
Tel: (954) 290-8229

FILED
99 APR 12 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 8, 1999

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-04/12/99-01074-019
*****70.00 *****70.00

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: *Km & Associates, Inc.*

Ladies and Gentlemen:

Enclosed herewith is an original and one copy of Articles of Incorporation for the above-captioned corporation.

Kindly file and return a stamped copy of same to the undersigned.

Also enclosed is a money order in the amount of \$70.00 to cover the cost of filing, and a self-addressed stamped envelope for your convenience.

Thank you for your prompt attention to this matter.

Sincerely,

Kathleen Martino
KATHLEEN MARTINO

Kathleen Martino GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Corp name*
DATE *8-4-99*
DOE. EXAM *AS*

CP
4-14-99
V

ARTICLES OF INCORPORATION

OF

KM & ASSOCIATES, INC.

ARTICLE I

CORPORATE NAME & ADDRESS

The name of the Corporation shall be KM & ASSOCIATES, INC.
The corporate address will be 1111A Northeast 17th Avenue, Fort
Lauderdale, Florida 33304.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity of business
permitted under the laws of the United States and under the laws
of the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of COMMON
SHARES. The share of stock authorized shall be \$1.00 par value.
The consideration to be paid for each share shall be fixed at the
Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

This Corporation's Initial Registered Agent, Registered
Office and Principal Office in the State of Florida shall be,
Kathleen Martino, 1209 SE Third Avenue, Fort Lauderdale, FL
33316.

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ARTICLE V
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VI
INITIAL DIRECTORS

The name and address of the director(s) are:
Kathleen Martino
1209 SE 3rd Avenue
Fort Lauderdale, FL 33316

The member(s) of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII
INCORPORATORS

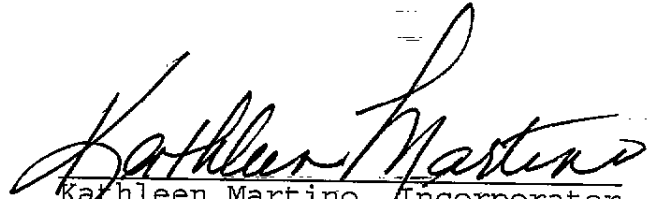
The name and address of each Incorporator executing these Articles of Incorporation is:

Kathleen Martino
1209 Southeast Third Avenue
Fort Lauderdale, FL 33316

ARTICLE VIII
COMMENCEMENT DATE

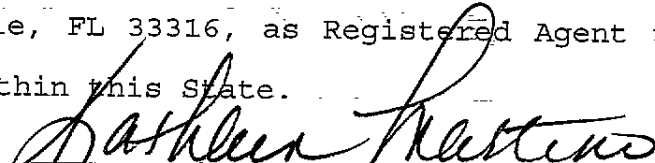
Corporate existence will commence on the date Articles of Incorporation are approved.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.


Kathleen Martino, Incorporator

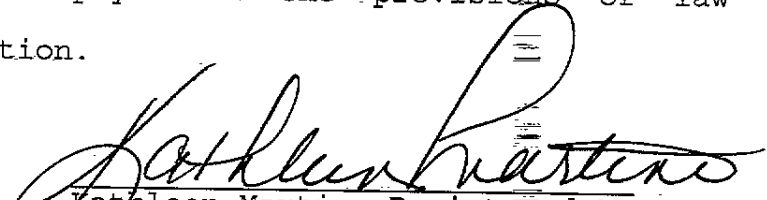
REGISTERED AGENT DESIGNATION

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates KATHLEEN MARTINO, 1209 Southeast Third Avenue, Fort Lauderdale, FL 33316, as Registered Agent to accept service of process within this State.


Kathleen Martino, Incorporator

REGISTERED AGENT ACCEPTANCE

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law applicable to said designation.


Kathleen Martino Registered Agent

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