



Erik V. Korzilius, P.A.

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Erik V. Korzilius
- Attorney at Law

Real Estate Law
Business Law

Title Insurance
Wills - Trusts - Estate Planning

Environmental Law
Corporate Law

Bruce P. Korzilius
Special Consultant
(Not a Member of the Florida Bar)

April 15, 1999

99000036480

SENT VIA OVERNIGHT COURIER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002844242--2
-04/19/99-01134-003
*****78.25 *****78.25

SUBJECT: KaBa SERVICES INC.

Enclosed is an original and one (1) copy of the articles of incorporation, an original certificate designating registered agent and registered office, and a check for:

Filing Fee & Certificate - \$78.75

FROM: Juergen Schaberick
427 Lake of the Woods Drive, Venice, Florida 34293
(941) 493-4958

FILED
99 APR 19 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the filed Articles and Certificate of Status in the **REUSABLE** overnight courier packet with the enclosed pre-addressed label.

Sincerely,

Erik V. Korzilius

Enclosures

SHARON

APR 21 1999

ARTICLES OF INCORPORATION

OF

KaBa SERVICES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of *Florida Statutes* Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is KaBa SERVICES INC.

ARTICLE II

The existence of the corporation shall begin upon the filing of these Articles with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 427 Lake of the Woods Drive, Venice, Florida 34293.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 427 Lake of the Woods Drive, Venice, Florida 34293. The initial registered agent for the Corporation at that address is JUERGEN SCHABERICK.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The name and addresses of the persons who will serve on the initial board of directors is:

Name	Address
Karl Metzler	1413 East Gate Drive, Sarasota, Florida 34292
Barbara Metzler	1413 East Gate Drive, Sarasota, Florida 34292

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Juergen Schaberick	427 Lake of the Woods Drive, Venice, Florida 34293

ARTICLE VIII

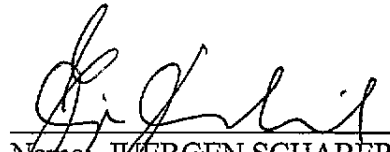
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15th day of April, 1999.


Name: JUERGEN SCHABERICK

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KaBa SERVICES INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to *Florida Statutes* §607.0501(3).


Name: J. SCHABERICK
Date: April 15, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA