

P9900004/807

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Articles/Certificate of Incorporation

700002845307--7  
-04/20/99--01075--002  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

KAMAL O. OCBARA  
17237 N.W. 72nd PL  
MIAMI FLA. 33015

FILED  
99 MAY -3 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 23, 1999

KAMAL O. OGBARA  
17237 N.W. 72ND PL.  
MIAMI, FL 33015

SUBJECT: K.O. INTERNATIONAL INC.  
Ref. Number: W99000009606

We have received your document for K.O. INTERNATIONAL INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 699A00021395

**FILED**  
99 MAY -3 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
K.O. VENTURES INC.

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT WITH THE POWERS, RIGHTS, PRIVILEGES AND IMMUNITIES HEREINAFTER MENTIONED, AND WE HEREBY MAKE, SUBSCRIBE AND ACKNOWLEDGE AND FILE WITH THE SECRETARY OF THE STATE OF FLORIDA THIS ARTICLES OF INCORPORATION, AND TO THIS END WE DO, BY THIS ARTICLES, SET FORTH:

ARTICLE I

THE NAME OF THIS CORPORATION WHICH IS HEREINAFTER CALLED : THE "CORPORATION" IS: K.O. VENTURES INC. IT'S PRINCIPAL BUSINESS SHALL BE CARRIED ON AT 17237 N.W. 72nd PL. Miami Fla. 33015 AND AT SUCH OTHER PLACES POINTS THE STATE OF FLORIDA, AND THE UNITED STATES AND FOREIGN COUNTRIES AS MAY FROM TIME TO TIME BE AUTHORIZED BY THE BOARD OF DIRECTORS.

ARTICLE II

THE GENERAL NATURE OF AND THE OBJECTS AND PURPOSE TO BE TRANSACTED AND CARRIED ON BY THIS CORPORATION UNDER THE STATUTES OF THE STATE OF FLORIDA IS AS FOLLOWS:

SECTION 1 :

TO CONDUCT A GENERAL BUSINESS IN ANY ACTIVITY ALLOWED BY LAW.

SECTION 2 :

TO ENGAGE IN ANY LAWFUL ACTIVITIES INCLUDING THE PURCHASING, LEASING, RENTING, SELLING, HOLDING AND OTHERWISE ACQUIRING AND DISPOSING OF REAL ESTATE AND PERSONAL PROPERTY, BOTH TANGIBLE AND INTANGIBLE, AND CHOSEN IN ACTION, EITHER AS OWNER, BROKER, AGENT OR FACTOR.

SECTION 3:

TO ENGAGE IN THE PURCHASE OR ACQUISITION OF PROPERTY BUSINESS RIGHTS OF FRANCHISE, OR FOR ADDITIONAL WORKING CAPITAL, OR FOR ANY OTHER OBJECT IN OR ABOUT ITS BUSINESS AFFAIRS, AND WITHOUT LIMIT AS TO THE AMOUNT, TO INCUR DEBTS, AND TO RAISE, BORROW AND SECURE THE PAYMENT OF MONEY IN ANY LAWFUL MANNER, INCLUDING THE ISSUE AND SALE OR OTHER DISPOSITIONS OF BONDS, WARRANTS, DEBENTURES, OBLIGATIONS, NEGOTIABLE AND TRANSFERABLE INSTRUMENTS AND EVIDENCES OF INDEBTEDNESS OF ALL KINDS WHETHER SECURED BY MORTGAGE, PLEDGE, DEED OF TRUST OR OTHERWISE.

SECTION 4:

THIS CORPORATION SHALL HAVE ALL THE GENERAL POWERS TOGETHER WITH ALL OF THE ADDITIONAL AND SPECIFIC POWERS GRANTED BY THE LAWS OF THE STATE OF FLORIDA, AS WELL AS ALL IMPLIED POWERS IN CARRYING OUT THE FOREGOING POWERS.

SECTION 5:

THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS BUT NOT RECITATION, EXPRESSION OR DECLARATIONS OF SPECIFIC OR SPECIAL POWERS OR PURPOSE HEREIN ENUMERATED SHALL BE DEEMED TO BE EXCLUSIVE, BUT IS HEREBY INCLUDED.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHOULD BE 10,000 SHARES OF \$1.00 PAR VALUE.

ARTICLE IV

THIS CORPORATION SHALL DO BUSINESS WITH A CAPITAL OF NOT LESS THAN ONE THOUSAND DOLLARS

ARTICLE V

THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE AT :  
17237 N.W. 72nd PL MIAMI FLA. 33015 AND IT MAY HAVE SUCH OTHER PLACES  
OF BUSINESS BOTH WITHIN AND OUTSIDE THE STATE OF FLORIDA AND IN FOREIGN  
COUNTRIES, AS MAY BE NECESSARY OR CONVENIENT.

ARTICLE VI

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VII

THE NAMES AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF  
THE CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL THEIR  
SUCCESSORS ARE ELECTED, SHALL BE:

CHAIRMAN/MANAGING DIRECTOR

KAMAL O. OGBARA  
17237 N.W. 72nd PL  
MIAMI FLA. 33015

PHONE: 305 231 8899

PRESIDENT

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99 MAY -3 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VIII

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS OF NO LESS THAN TWO (2) MEMBERS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE IX

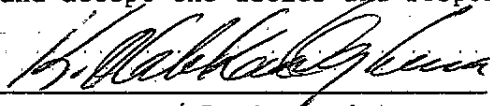
THE NAMES AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION AND A STATEMENT OF THE NUMBER OF SHARES OF STOCKS WHICH EACH AGREES TO TAKE AND THE CONSIDERATION THEREOF ARE:

| KAMAL O. OGBARA    | SHARES   | CONSIDERATION |
|--------------------|----------|---------------|
| 17237 N.W. 72nd PL | \$ 5,000 | \$5,000.00    |
| MIAMI, FLA. 33015  | 5,000    | 5,000.00      |

THE SUBSCRIBER(S) TO THE ABOVE STOCK DO HEREBY CERTIFY THAT THE ABOVE SUBSCRIPTIONS AMOUNT TO AT LEAST \$1,000.00 THAT SAID SUM HAS BEEN PAID TO THE CORPORATION.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS AND ACKNOWLEDGED TO BE FILED THE FOREGOING ARTICLES OF INCORPORATION THIS

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

  
Incorporator / Registered Agent

SEAL

  
SEAL

STATE OF FLORIDA )

SS :

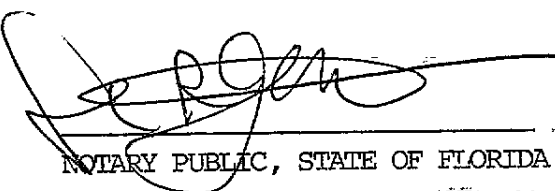
COUNTY OF DADE )

I HEREBY CERTIFY THAT ON THIS DAY, PERSONALLY APPEARED BEFORE AND ME,  
THE UNDERSIGNED NOTARY PUBLIC,

*KAMAL OLALEKAN OGBARA*

KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED  
AND SUBSCRIBED TO THE FOREGOING ARTICLE OF INCORPORATION AND THEY  
ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED AND SUBSCRIBED TO THE SAME  
FOR THE SAME PURPOSES THEREIN EXPRESSED.

WITNESS MY SIGNATURE AND OFFICIAL SEAL AT THE CITY OF MIAMI, COUNTY  
OF DADE, STATE OF FLORIDA, THIS *16* DAY OF *APRIL* 19 *99*

  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

NOTARY PUBLIC - STATE OF FLORIDA  
JOHN R. GENTILE  
COMMISSION # CC821251  
EXPIRES 5-5-2001  
BONDED THRU ASA 1-888-NOTARY1

FILED  
99 MAY -3 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

IN PURSUANT OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED, IN COMPLIANCE WITH THE SAID ACT:

TALAHARA INTERNATIONAL INC. ORGANIZING UNDER THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF  
INCORPORATION AT CITY OF MIAMI, COUNTY OF DATE, STATE OF FLORIDA,  
HAS NAME TAOFIC LASAKI ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN THIS SATEA.

ADDRESSES OF REGISTERED AGENT :

KAMAL O. OGBARA  
17237 N.W. 72nd PL.  
MIAMI FLA. 33015

ACKNOWLEDGEMENT : (MUST BE SIGNED BY DESIGNATED AGENT)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFICATE,  
I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY  
WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID  
OFFICE.