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To: Division of Corporations
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From:
 Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

KAVELA CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
KAVELA CORP.

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ARTICLE I - NAME

The name of the corporation is KAVELA CORP.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
500	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

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

This Article was Prepared By: Michael A. Frank, Esq.
1440 Kennedy Causway, Ste 300
North Bay Village, Fl. 33141
Fla Bar No: 339075
(305) 868-4711

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1440 Kennedy Causeway, Suite 300, North Bay Village, FL 33141, and the name of the initial Registered Agent at said address is ROBERT R. FRANK.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT R. FRANK	1440 Kennedy Causeway S u i t e 3 0 0 , North Bay Village, FL 33141

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT R. FRANK	1440 Kennedy Causeway, Suite 300, North Bay Village, FL 33141

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors of the Shareholders.

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ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, or repeal, any provisions contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 3rd day of May, 1999.



(SUBSCRIBER, ROBERT R. FRANK)

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

In pursuance of Chapter 48.091, Florida Statutes, the
following submitted, in compliance with said Act:

That desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of
Incorporation, at the City of North Bay Village, State of Florida,
as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation at the place designated in this
certificate, I hereby agree to act in this capacity and agree to
comply with the provision of said Act relative to keeping open said
office.

By: 

ROBERT R. FRANK

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