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The Daniel Law Firm, L.L.C.

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Royal Daniel, III
Peter T. Schiron, Jr.

May 14, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

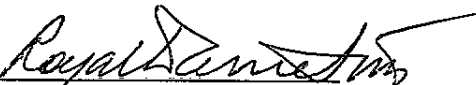
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-05/17/99-01092-006
*****78.75 *****78.75

Re: *KFD, Inc.*

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$78.75. This is to cover the filing fee and one certified copy of the articles.

Thank you.

THE DANIEL LAW FIRM, L.L.C.


By: Royal Daniel, III
P.O. Box 567
130 Ski Hill Road, Suite 210
Breckenridge, CO 80424
(970) 453-1620

enclosures

FILED
1999 MAY 17 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1999 MAY 17 PM 3:48

ARTICLES OF INCORPORATION
KFD, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **KFD, Inc.** (hereafter referred to as the "Corporation"). The principal place of business of the Corporation shall be 1971 West Lumsden Road, Suite 188, Brandon, FL 33511.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all activities or business permitted under the law of the United States and the State of Florida, as fully and to the same extent as a natural person might or could do.

ARTICLE III: SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares of common stock at a par value of none each.

ARTICLE IV: TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE V: DIRECTOR AND SHAREHOLDER

The Corporation will have, initially, one shareholder. The name and street address of the initial officer and director, who will hold office for the first year of the Corporation's existence or until successors are elected, is as follows:

—
Brian Kupec
1971 West Lumsden Road, Suite 188
Brandon, FL 33511

ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:


Royal Daniel, III
P.O. Box 567
130 Ski Hill Road, Suite 210
Breckenridge, CO 80424

ARTICLE VII: REGISTERED AGENT

The name and street address of the registered agent of the Corporation is:

Brian Kupec
1971 West Lumsden Road, Suite 188
Brandon, FL 33511


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this May 14, 1999.



Royal Daniel, III
Incorporator

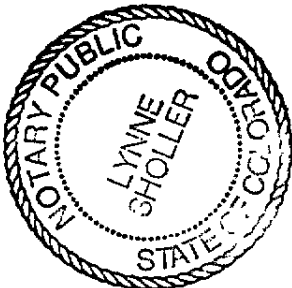
STATE OF COLORADO :
COUNTY OF SUMMIT : ss

The foregoing instrument was acknowledged and sworn to before me this May 14, 1999 by
Royal Daniel, III.



Notary Public

My Commission Expires: 5/14/2001



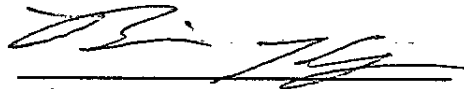
**CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: KFD, Inc..
2. The name and address of the registered agent and office is:

Brian Kupec
1971 West Lumsden Road, Suite 188
Brandon, FL 33511

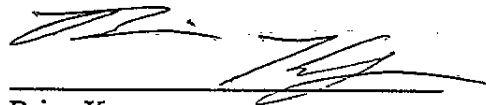
DATED this May 14, 1999.



Brian Kupec
Initial Officer and Director

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

DATED this May 14, 1999.



Brian Kupec
Registered Agent

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TALLAHASSEE, FLORIDA