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ALLEN, LANG, CUROTTO & PEED, P.A.

ATTORNEYS AT LAW

105 EAST ROBINSON STREET, SUITE 201
ORLANDO, FLORIDA 32801-1655

POST OFFICE BOX 3628
ORLANDO, FLORIDA 32802-3628

TELEPHONE (407) 422-8250
FAX (407) 422-8262

May 26, 1999

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

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*****78.75 *****78.75

Re: PK ADVISORS, INC.
PACKER KISS SECURITIES, INC.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for each of the above corporations, together with two checks, each in the amount of \$78.75 representing \$35 filing fee, \$35 registered agent fee and \$8.75 for a certified copy for each corporation.

Please file with the Secretary of State's office, and wait for the certified copies and return to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad

Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

FILED
99 MAY 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 27 PM 1:06

RECEIVED

ARTICLES OF INCORPORATION
OF
PACKER KISS SECURITIES, INC.

FILED
99 MAY 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is PACKER KISS SECURITIES, INC.

ARTICLE II
DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III
GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V
NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 105 East Robinson Street, Suite 201, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Thomas F. Lang.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have two (2) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Mary Packer	330 E. 38th Street, Apt. 42Q New York, NY 10016
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Jeff Kiss	1381 Sawgrass Court Winter Park, FL 32792
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ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this corporation is:

Thomas F. Lang	105 E. Robinson St., Suite 201 Orlando, Florida 32801
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ARTICLE IX
BY-LAWS

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

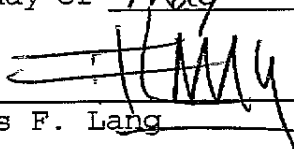
ARTICLE X
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI
AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

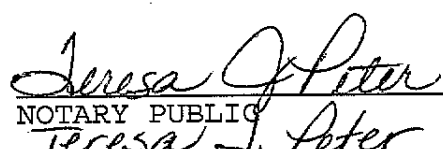
IN WITNESS WHEREOF, the undersigned have executed these Articles at Orlando, Florida, this 25th day of May, 1999.



Thomas F. Lang

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 25th day of May, 1999, by THOMAS F. LANG, who is personally known to me ~~/or who produced~~ _____ (~~type of identification~~) as identification.

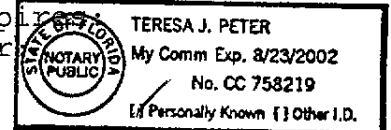


NOTARY PUBLIC
Teresa J. Peter

Print Name

My Commission Expires

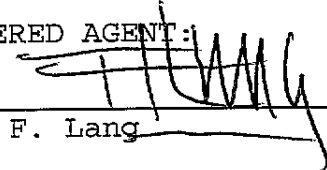
Commission Number



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



Thomas F. Lang

FILED
99 MAY 27 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA