

EDUARDO C. BARAGANO, P.A.

2601B WEST DAVIE BOULEVARD
FT. LAUDERDALE, FLORIDA 33312
(954) 587-1477
Fax (954) 587-1556

EDUARDO C. BARAGANO
ATTORNEY AT LAW

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July 14, 1999

SECRETARY OF STATE
The Capitol, Plaza Level 2
Tallahassee, FL. 32399-0250

RE: KYA INC.

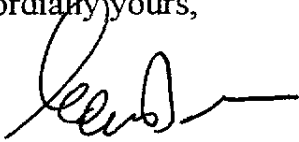
Dear Madam/Sir:

FILED
99 JUL 19 PM 6:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed are the Articles of Incorporation of **KYA INC.** Enclosed is Check No. 1592 for the amount of \$122.50 for the filing fee.

Thank you for your attention to this matter.

Cordially yours,



Eduardo C. Baragano, Esq.
ECB/rb
Enclosures

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**ARTICLES OF INCORPORATION
OF
KYA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME OF THE CORPORATION

The name of the Corporation shall be KYA, Inc.

CORPORATE PURPOSE

This Corporation is incorporated for the purpose of engaging in any activity not prohibited by law, and achieving any purpose not prohibited by law.

PRINCIPAL OFFICE

The principal office of the corporation shall be:

2601 B West Davie Boulevard
Fort Lauderdale, FL. 33312

The mailing address of the corporation shall be the principal office of the Corporation.

AUTHORIZED SHARES

The Corporation is authorized to issue 1,000 shares of common stock, all of the same class, having a par value of \$100.00 (One Hundred United States Dollars and no/100 cents).

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

INITIAL REGISTERED AGENT AND ADDRESS

The initial registered office of the Corporation is:

2601B West Davie Boulevard
Fort Lauderdale, FL. 33312

The name of the Initial Registered Agent of the Corporation is:

Eduardo C. Baragaño, Esq.

INCORPORATORS

The names and address of the incorporator of this Corporation:

Eduardo C. Baragaño
2601B West Davie Boulevard
Fort Lauderdale, FL. 33312

INITIAL DIRECTORS

The business of the Corporation shall be managed by and its affairs regulated by its Board of Directors. The foregoing shall not be interpreted to restrict any right granted the shareholders of the company granted or authorized by law.

The initial director(s) of the Corporation is/are:

Fernando A. Marquez

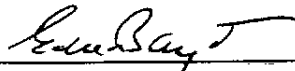
The powers of the Board of Directors shall be regulated, defined and limited in the bylaws of the Corporation, which shall be enacted by either the Shareholders or the Board of Directors of the Corporation. The initial Bylaws of the Corporation shall be enacted by simple majority of the Board of Directors or Shareholders. Amendments to the Bylaws shall thereafter be enacted by simple majority of the terms and conditions set forth in the Bylaws.

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence on the date of the filing with the Florida Secretary of State.

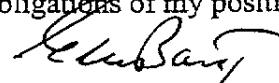
PERSONAL LIABILITY

The shareholders shall bear no personal liability for the debts of the Corporation.


Incorporator

7-14-99
Date

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

7-14-99
Date

The undersigned has(have) executed these Articles of Incorporation this 14 day of July, 1999.


Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607. 0501, Florida Statutes, the following 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.

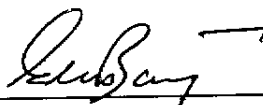
1. The name of the Corporation is: KYA, Inc.
2. The name and address of the registered agent and office is:

Eduardo C. Baragaño
2601B West Davie Boulevard
Fort Lauderdale, FL. 33312

SIGNATURE: 
(Corporate officer)

DATE: 7-14-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STARTED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

DATE: 7-14-99

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