

LAW OFFICES OF
RICHARD C. BAGDASARIAN
PROFESSIONAL ASSOCIATION

RICHARD C. BAGDASARIAN
Board Certified
Civil Trial Lawyer

Comerica Bank Building, Suite 302
1800 Corporate Boulevard, N.W.
Boca Raton, Florida 33431

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CERTIFIED MEDIATOR

August 18, 1999

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

Re: K & S PRODUCTS, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, for filing by the Department of State in accordance with the Florida General Corporation Act.

You will also find enclosed a check payable to the Department of State in the amount of \$78.75 to cover the following:

Filing Fee for Articles	\$ 35.00
Certified Copy Fee	\$ 8.75
Registered Agent Fee	\$ 35.00
Total	\$ 78.75

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The certified copy of the Articles should be mailed to the undersigned at the above address.

Thank you for your cooperation in this matter.

Very truly yours,

RICHARD C. BAGDASARIAN

RCB/tlb
Encs.
Cc:client

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

K & S PRODUCTS, INC.

ARTICLE I. NAME

The name of the corporation shall be:

K & S PRODUCTS, INC.

The principal place of business of this corporation shall be:

3000 South Ocean Boulevard, # 506, Boca Raton, Florida 33432

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at .10 cents par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 1800 Corporate Blvd., N.W., Suite 302, Boca Raton, Florida 33431, the name of the initial registered agent of the Corporation at that address is Richard C. Bagdasarian, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors can be changed from time to time in accordance with the By-Laws. The name and street address of the initial member of the Board of Directors is:

Steven J. Safilian
3000 South Ocean Boulevard, #506
Boca Raton, Florida 33431

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TALLAHASSEE FLORIDA

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

President

Steven J. Safilian
3000 South Ocean Blvd, #506
Boca Raton, Florida 33431

Vice President

Steven J. Safilian
3000 South Ocean Blvd., #506
Boca Raton, Florida 33431

Secretary, Treasurer

Steven J. Safilian
3000 South Ocean Blvd., #506
Boca Raton, Florida 33431

ARTICLE VIII

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

Steven J. Safilian
3000 South Ocean Boulevard, #506
Boca Raton, Florida 33431

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18th day of August, 1999.

Steven J. Safilian
Steven J. Safilian

STATE OF FLORIDA)

)ss

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18th day of August, 1999, by Steven J. Safilian, who is personally known to me or who has produced FLORIDA DRIVERS LICENSE # _____ as identification and who did/did not take an oath.



KATHY R DOYLE
My Commission CC568735
Expires Jun. 23, 2000

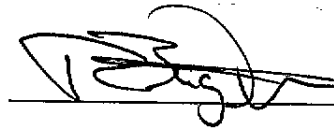
Kathy R Doyle
NOTARY PUBLIC, State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for K & S PRODUCTS, INC., at the place designated in the Articles of Incorporation, Richard C. Bagdasarian, Esquire, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, relative to keeping open such office.

Dated this 18 day of August, 1999.



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TALLAHASSEE FLORIDA