

P 99000093629
KIMIRO INTERNATIONAL, INC.

October 22, 1999

Ms. Bobbie Cox
Division of Corporations
409 East Gaines St.
Tallahassee, FL32399

100003023431--3
-10/25/99--01001--009
*****78.75 *****78.75

Dear Ms. Cox

Enclosed is a replacement check in the amount of \$78.75 for the filing fee for KIMIRO FINANCIAL, INC. I do apologize for the wrong check being sent (an incorrect account number is printed on the check).

Thank you for your help.

Sincerely,

Donna Goldstein

Donna Goldstein
Vice President/Administration

FILED
1999 OCT 25 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bc 10/25

18060 WEST DIXIE HIGHWAY, #202 • AVENTURA, FL • 33160
PHONE: 305.692.9111 • FAX: 305.933.8076

(C)

ARTICLES OF INCORPORATION

- of -

KIMIRO FINANCIAL, INC.

I, THE UNDERSIGNED, natural person of legal age, acting as incorporator of a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation.

ARTICLE I

The name of this corporation is **KIMIRO Financial, Inc.**

ARTICLE II

The address of the principal place of business is 18060 West Dixie Highway, Suite 202, Aventura, FL 33160.

ARTICLE III

This corporation is being organized for the purpose of engaging in any activities or business permitted by the laws of the State of Florida and the United States of America.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of \$.10 par value common stock which shall be designated "Common Shares."

ARTICLE V

The address of the initial registered office of the corporation is: 18060 West Dixie Highway, Suite 202, Aventura, FL 33160 and the name of the initial registered agent is Kimball H. Dunton.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Kimball H. Dunton

18060 West Dixie Highway
Suite 202
Aventura, FL 33160

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Ronald A. Goldstein

18060 West Dixie Highway
Suite 202
Aventura, FL 33160

Michael Linde

18060 West Dixie Highway
Suite 202
Aventura, FL 33160

The secretary/treasurer for the corporation shall be:

Donna Goldstein

18060 West Dixie Highway
Suite 202
Aventura, FL 33160

The name and address of the incorporator is:

Kimball H. Dunton

18060 West Dixie Highway
Suite 202
Aventura, FL 33160

IN WITNESS WHEREOF, the incorporator has hereinto set his hand this 20th day of
October, 1999.

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared Kimball H. Dunton
to me known and known to me to be the person
described in and who executed the foregoing
instrument, and he acknowledged to and before
me that he executed said document for the purposes
therein expressed.

Signature of Incorporator


Kimball H. Dunton



Notary




DONNA GOLDSTEIN
COMMISSION # CC 529341
EXPIRES FEB 01, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ORIGINAL APPOINTMENT OF REGISTERED AGENT

The undersigned, being at least a majority shareholder KIMIRO Financial, Inc., hereby appoint Kimball H. Dunton to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

The complete address of the agent is: 18060 West Dixie Highway,
Suite 202, Aventura, FL 33160

Date: 10/20/99


(Incorporator)

I ACCEPT APPOINTMENT



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TALLAHASSEE, FLORIDA