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JOHN J. MURPHY III, P.A.

*Attorney and Counselor at Law*

3880 SHERIDAN STREET  
HOLLYWOOD, FL 33021-3634

JOHN J. MURPHY III  
MEMBER FLORIDA AND NEW YORK BARS

TELEPHONE: 954-981-4567  
TELECOPIER: 954-983-6275

November 24, 1999

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-11/30/99-01018-007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: KWG, Inc., a Florida corporation  
OUR FILE NO.: 99-155JM

Dear Gentlemen:

Enclosed herein please find certificate of incorporation for KWG, Inc., a Florida corporation, together with our trust account check in the amount of \$78.75 to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.

JOHN J. MURPHY III, ESQ.

JJM/sca  
Enclosures

FILED  
99 NOV 30 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
KWG, INC.**

**FILED**  
99 NOV 30 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is KWG, INC.

**ARTICLE TWO  
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 221 W. Hallandale Beach Blvd., Suite 4, 5, 6, Hallandale, Florida 33009.

**ARTICLE THREE  
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR  
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To carry on all or any of the businesses of dry goods merchants, cloth manufacturers, furriers, haberdashers, hosiers' manufacturers, importers, wholesale and retail dealers of and in textile fabrics of all kinds; milliners, dressmakers, mantua-makers, tailors, hatters, clothiers, furnishers, outfitters, gloves, lace manufacturers, feather dressers, and boot and shoe makers; and dealers of and in candy, music, leather goods, household furniture, ironmongery, china and glassware, crockery, and other household fittings and utensils, ornaments, bric-a-brac, stationery, notions, toys, and fancy goods, meats and provisions, drugs, chemicals, and other articles and commodities of personal and household use and consumption; and, generally, to deal in all manufactured goods, materials, provisions, and produce.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the proceeding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE  
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is one hundred. Such shares shall be of a single class, and shall have no par value.

**ARTICLE SIX  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 221 W. Hallandale Beach Blvd., Suite 4, 5, 6, Hallandale, Florida 33009, and the name of its initial registered agent at such address is Tony Aron.

**ARTICLE SEVEN  
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Tony Aron	221 West Hallandale Beach Boulevard Hallandale, Florida 33009
Izhak Rosenberg	19690 East County Club Drive Aventura, Florida 33180

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of each incorporator is:

Name	Address
Tony Aron	221 West Hallandale Beach Boulevard Hallandale, Florida 33009
Izhak Rosenberg	19690 East County Club Drive Aventura, Florida 33180

**ARTICLE NINE  
NAMES AND ADDRESSES OF SUBSCRIBERS**


The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

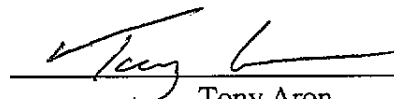
Tony Aron	221 West Hallandale Beach Boulevard Hallandale, Florida 33009	50 Shares
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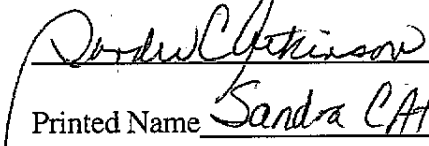
Izhak Rosenberg	19690 East County Club Drive Aventura, Florida 33180	50 Shares
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Executed by the undersigned on the 24<sup>TH</sup> day of November, 1999.

WITNESSES:

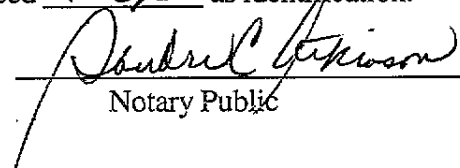
  
\_\_\_\_\_  
Printed Name John J. Murphy

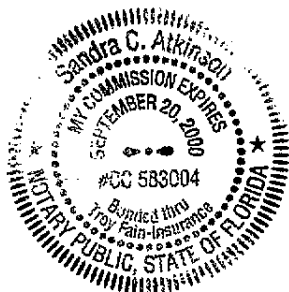
  
\_\_\_\_\_  
Tony Aron

  
\_\_\_\_\_  
Printed Name Sandra C. Atkinson

State of Florida  
County of Broward

I hereby certify that on this day, before me an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared before me Tony Aron who is personally known to me or produced A DL as identification.

  
\_\_\_\_\_  
Notary Public




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

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, 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 KWG, INC.
2. The name and address of the registered agent and office is Tony Aron, 221 W. Hallandale Beach Blvd., Suite 4, 5, 6, Hallandale, Florida 33009.

Having been named as 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.

  
\_\_\_\_\_  
Tony Aron

**FILED**  
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TALLAHASSEE, FLORIDA