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FILED
99 DEC 20 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

December 13, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600003074676--6
-12/20/99-01052--016
*****78.75 *****78.75

SUBJECT: K & W Systems, Inc.

Enclosed is an original and one (2) copies of the articles of incorporation together with a check for \$78.75 which represents the filing fee with a certified copy.

Once the Articles have been filed please mail to:

Cheri S. Hill
Sage International, Inc.
1135 Terminal Way #209
Reno NV 89502
(775) 786-5515

If you have any questions please call me. Thanks for your assistance with this matter.

Sincerely,


Cheri S. Hill
Senior Vice President

D. BROWN DEC 23 1999

Articles of Incorporation

of

K & W Systems, Inc.

A Florida Business Corporation

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. Name. The name of the Corporation is K & W Systems, Inc.

ARTICLE II. Purpose.

The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of Florida, as they may be amended from time to time.

ARTICLE III. Authorized Capital.

That the total number of voting common stock authorized that may be issued by the Corporation is **TWENTY FIVE THOUSAND (25,000)** shares of stock with **NO PAR VALUE**, and no other class of stock shall be authorized. Said shares may be issued by the corporation from time to time by the Board of Directors.

ARTICLE IV. Principal Office.

The principal place of business and mailing address of this corporation shall be:
1522 Hillview Drive
Sarasota FL 34239

ARTICLE V. Registered Agent.

The name and Florida street address of the initial registered agent is:

Kerry Hepp
1522 Hillview Drive
Sarasota FL 34239

ARTICLE VI. Board of Directors.

The initial board of directors shall consist of one (1) Director. The name and address of the person who is to serve as the director until the first annual meeting of shareholders or until his successor is elected and qualifies is:

<u>Name</u>	<u>Address</u>
Kerry Hepp	1522 Hillview Drive Sarasota FL 34239

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE VII. Incorporators.

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Cheri S. Hill	1135 Terminal Way #209 Reno, NV 85284

ARTICLE VIII. Indemnification of Officers, Directors, Employees and Agents.

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE IX. Limitation of Liability.


To the fullest extent permitted by the laws of the State of Florida, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED on December 13, 1999 by all of the incorporators.

Signed: 
Cheri S. Hill

Acceptance of Appointment by Registered Agent

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.

Signed: 
Kerry Hepp

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