

David T. Seif, Esquire
201 North East 16th Place, Suite #103
Fort Lauderdale, Florida 33305
(954) 537-1177

996000/00005

November 19, 1996

Secretary of State
DIVISION OF CORPORATIONS
P. O. Box 6327
Tallahassee, Florida 32314

300002018213--4
-11/21/96--01085--015
****122.50 ****122.50

Re: Articles of Incorporation
KISS FOR PROFIT, INC.

Dear Sir:

Enclosed please find two (2) original Articles of Incorporation for KISS FOR PROFIT, INC., a new Florida corporation. I have also enclosed our check in the amount of \$122.50 to cover the filing fee and the return of a certified copy of the Articles.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

D. T. Seif
DAVID T. SEIF

DTS:sk
Enclosures

12/11

R. A. G...
11/21/96
55 DEC 17 1996
FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 4, 1996

DAVID T. SEIF, ESQUIRE
201 NORTH EAST 16TH PLACE
SUITE 103
FT LAUDERDALE, FL 33305

SUBJECT: KISS FOR PROFIT, INC.
Ref. Number: W9600025305

We have received your document for KISS FOR PROFIT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 696A00054307

*I signed
the accepting
designation and have
resubmitted.
Thanks
David*

ARTICLES OF INCORPORATION
OF
KISS FOR PROFIT, INC.

FILED
96 DEC 11 PM 12:45
SECRETARY OF STATE
TALLAHASSEE - FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is KISS FOR PROFIT, INC. The address of the principal corporate office and the mailing address of this of this corporation is: P. O. Box 998393, Miami Beach, Florida 32299.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial Registered Agent of this corporation at such office is:

<u>NAME</u>	<u>ADDRESS</u>
DAVID T. SEIF, ESQUIRE	201 N. E. 16 TH PLACE SUITE 103 FT. LAUDERDALE, FL 33305

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
JOHN GADD President/Treasurer	P. O. BOX 998393 Miami Beach, FL 32299
STEPHEN H. CARTER Vice President/Secretary	P. O. Box 993393 Miami Beach, FL 32299

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
JOHN GADD	P. O. Box 9982393 Miami Beach, 32299

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX - INDEMNIFICATION

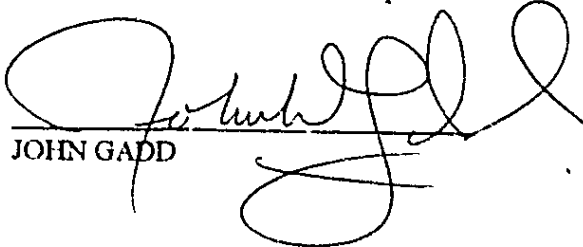
This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

21 day of December, 1996.

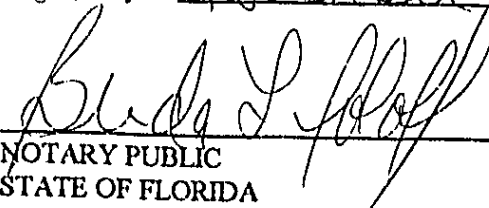

JOHN GADD

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforementioned, personally appeared JOHN GADD, who, under oath, deposes and states

that he is the person who has executed the above-described Articles of Incorporation, and is personally known to me/produced identification, to-wit: _____.

WITNESS my hand and official seal on this 21 day of November, 1996.


NOTARY PUBLIC
STATE OF FLORIDA

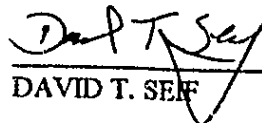
MY COMMISSION EXPIRES:



Brenda Skelton
MY COMMISSION # 0000071 EXPIRES
October 9, 1999
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF RESIDENT AGENT

I, DAVID T. SEIF, ESQUIRE, hereby accept the appointment of Registered Agent for the corporation known as KISS FOR PROFIT, INC., on this 9 day of December, 1996.


DAVID T. SEIF

FILED
96 DEC 11 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000100005

KISS for Profit, Inc. a Florida Corporation
P.O. Box 998393, Miami, Florida 33299

March 24, 1997

re: P96000100005

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

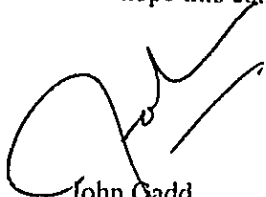
Annual Report

This letter is being sent to comply with your request for an annual report of the corporation.

As you know we were incorporated on December 11, 1996. We obtained FEI number 65-0715395, opened a bank account and have started business. We were recognized as an S-Corporation by the Internal Revenue Service on February 17, 1997.

Our new mailing address is: P.O. Box 998393, Miami, Florida, 33299. The officers and only stockholders currently reside at 10350 W. Bay Harbor Drive, Apt. 7D, Bay Harbor Islands, Florida 33154.

We hope this complies with your request.



John Gadd
President and Treasurer



Stephen Carter
Vice President and Secretary

cc: David Todd Seif, Esq.

FEI
only
mailing
address
4/28