

P970000 21130

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

RE: KE Company, Inc

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 97 MAR -7 AM 10:55
 DIVISION OF CORPORATION

P. CHAMBER MAR 7 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	3-7-97		
TIME	9:40		
BY	DR		

WALK III
 Will Pick Up _____

- Capital Express™
- Art. of Inc. Filing
- Corp. Record Search
- Ind. Partnership Filing
- Foreign Corp. Filing
- (Cert. Copy(s))
- Art. of Amend. Filing
- Dissolution/Withdrawal
- C.U.S.
- Fictitious Name Filing
- Name Reservation
- Annual Report/Notations
- Tag Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 Filing
- UCC 11 Search
- UCC 11 Retrieval
- Filing No.'s _____ Copies
- Courier Service
- Shipping/Handling
- Phone () _____
- Top Priority
- Express Mail Prep.
- FAX () _____ lbs.

FILED
 97 MAR -7 PM 11:17
 TALLAHASSEE, FLORIDA

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
K & COMPANY, INC.

FILED
97 MAR -7 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation shall be K & COMPANY, INC.

ARTICLE II: PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be: 1403 SE 47th Terrace, Cape Coral, Florida 33904.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William Edy, Esq., 201 Nicholas Parkway West, Cape Coral, Florida 33991.

ARTICLE V: INCORPORATOR

The name and address of the incorporator or subscriber to these Articles of Incorporation is Susan Wooldridge, of 1326 SE 10 Place, Cape Coral, FL 33990.

ARTICLE VI: DIRECTOR

The name and address of the two (2) directors of the corporation are:

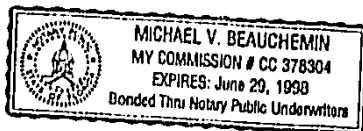
JAMES DUSIN 1326 SE 10 Place, Cape Coral, Fl 33990.
SUSAN WOOLDRIDGE 1326 SE 10 Place, Cape Coral, FL 33990.

The undersigned has executed these Articles of Incorporation this 5th day of March, 1997.

Susan Wooldridge
SUSAN WOOLDRIDGE
Incorporator
W436-791-54-590-0
Drivers License No.

STATE OF FLORIDA)
) ss.
COUNTY OF LEE)

On this 26th day of February, 1997, before me, the undersigned, a Notary Public in and for the said County and State, residing therein, duly commissioned and sworn, personally appeared SUSAN WOOLDRIDGE, known to me to be the person whose name is subscribed to the within instrument, who has produced a Drivers License as identification, and who did take an oath.



Michael V. Beauchemin
NOTARY PUBLIC
Michael V. Beauchemin
Commission No. CC-378304
My Commission Expires: 6/29/98

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


Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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 K & COMPANY, INC.

2. The name and address of the registered agent and office is WILLIAM EDY, at 201 Nicholas Parkway West, Cape Coral, FL 33991.

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97 MAR -7 PM 1:07
TALLAHASSEE, FLORIDA

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.



WILLIAM T. EDY - Registered Agent
Dated: March 5, 1997.

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL EXPORT CENTER, INC.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: International Export Center, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7367 NW 54 Street
Miami, FL 33166

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of common stock having ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Gustavo Ariza
7367 NW 54 Street
Miami, FL 33166

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

TALLAHASSEE
SEC
97 MAR -7 PM 1:36
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ARTICLES OF INCORPORATION
PAGE TWO

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President
Gustavo Ariza
7367 NW 54 Street
Miami, FL 33166

ARTICLE VIII - PREEMPTIVE RIGHTS

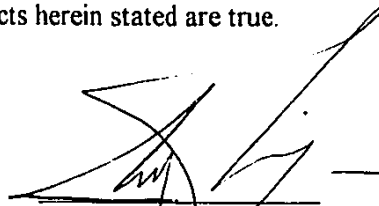
Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

Gustavo Ariza
7367 NW 54 Street
Miami, FL 33166

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Gustavo Ariza
President
State of Florida

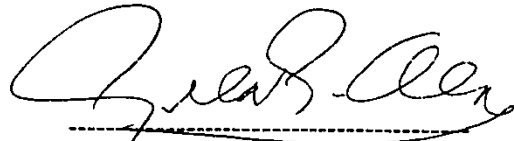
ARTICLES OF INCORPORATION
PAGE THREE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,

GOSNOD ARIZO

to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *he* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this *6th* day of *July*, 19*97*



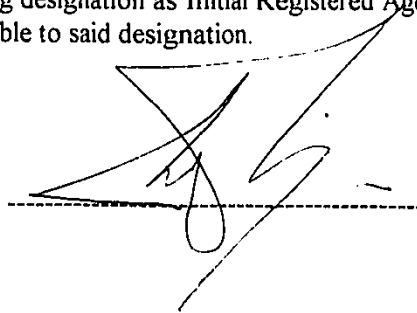
NOTARY PUBLIC, State of Florida

My commission expires:



PIRAR P ALONSO
My Commission CC342386
Expires Jan. 20, 1998

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.



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SEC. OF STATE
TALLAHASSEE, FLORIDA