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July 10, 2002

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

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-07/12/02--01045--008
*****78.75 *****78.75

Re: KTM Industries, Inc.

Dear Sir/Madam:

Enclosed for filing with the Florida Division of Corporations (the "Division") are an executed original and one copy of the Articles of Incorporation of KTM Industries, Inc., as well as an acceptance to serve as Registered Agent. Enclosed is a check in the amount of \$78.75 representing the filing fee for the Articles of Incorporation and a certified copy of the Articles. After recording the Articles, please return the documents to the undersigned me at 14502 North Dale Mabry Highway, Suite 200, Tampa, Florida 33618.

Sincerely,


Terence J. Daly

TJD/
Enclosures
cc: Kevin T. Mead

FILED
2002 JUL 12 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TJDILING

✓ 07-15-02

**ARTICLES OF INCORPORATION
OF
KTM INDUSTRIES, INC.**

The undersigned hereby organizes a corporation for profit in accordance with the provisions of Chapter 607 of the Florida Statutes and the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is:

KTM INDUSTRIES, INC.

ARTICLE 2

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE 3

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is:

P.O. Box 24171
Tampa, Florida 33623-4171

ARTICLE 4

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).

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TALLAHASSEE, FLORIDA

ARTICLE 5

Preemptive Rights

This corporation elects to have preemptive rights.

ARTICLE 6

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 4009 West Angeles Street, Tampa, Florida 33629, and the name of the initial registered agent of this corporation at that address is: Terence J. Daly.

ARTICLE 7

Incorporator

The name and address of the sole incorporator is:

NAME

Terence J. Daly

ADDRESS

14502 N. Dale Mabry Highway, Suite 200
Tampa, Florida 33618

ARTICLE 8

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

Kevin T. Mead

ADDRESS

P.O. Box 24171
Tampa, Florida 33623-4171

ARTICLE 9

Indemnification

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

ARTICLE 10

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of July, 2002.


TERENCE J. DALY, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


TERENCE J. DALY, Esquire, Registered Agent

KTMINDUSTRIESAOI