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April 10, 1995

UPS NEXT DAY AIR

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

400001453614
-04/11/95--01104--018
***122.50 ***122.50

Re: KM South, Inc.

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECREST & EMERY


Kelly M. Braun

KMB/jpw
Enclosures

95 APR 11 PM 1:50
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SDG

ARTICLES OF INCORPORATION

OF

KM SOUTH, INC.

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

FILED
951811
SECRETARY OF STATE
FLORIDA

ARTICLE I

Corporate Name and Address

The name of the Corporation is KM South, Inc. and the street address of the Corporation is 129 Mt. Morency Drive, Rochester, NY 14612.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of Fifty Cents (50¢) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be c/o Harter, Secrest & Emery, 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963.

The name of the initial registered agent of the Corporation at the registered office shall be Timothy R. Parry, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one (1) person. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The name and address of the initial Director to hold office until the first annual meeting of the Board of Directors, and until his successor(s) shall have been elected and qualify is as follows:

Karl H. Mischke
129 Mt. Morency Drive
Rochester, NY 14612

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Thomas A. Solberg
1527 East Avenue
Rochester, NY 14610

ARTICLE VII

Commencement of Existence

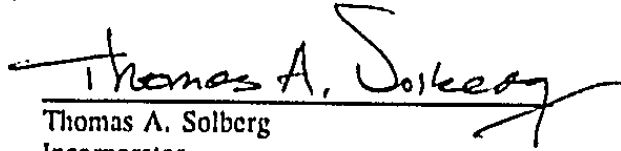
The Corporation shall be deemed to commence on the date of filing of Articles of Incorporation.

ARTICLE VIII

Duration

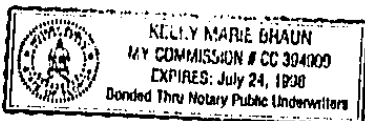
The term of existence of the Corporation is perpetual.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 6th day of April, 1995.


Thomas A. Solberg
Incorporator

STATE OF NEW YORK
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 6th day of April, 1995, by Thomas A. Solberg, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.





Notary Public

Kelly M. Braun

Printed Name

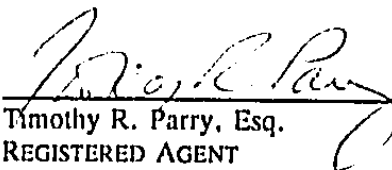
ACCEPTANCE OF REGISTERED AGENT

FOR

KM SOUTH, INC.

FILED
95 SEP 11 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Timothy R. Parry, Esq., having signed the within as registered agent of KM South, Inc., (the "Corporation") at the registered address of c/o Harter, Secrest & Emery, 800 Laurel Oak Drive, Suite 400, Naples, Florida 33963, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Timothy R. Parry, Esq.
REGISTERED AGENT