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CT CORPORATION SYSTEM

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Tallahassee, FL 32301 222-1092

City

State

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Phone

ENCLOSURE 18477783
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CORPORATION(S) NAME

KePro South, Inc.

Profit Arts of Inc.
 NonProfit
 Limited Liability Co.

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

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6/19/96

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
KoPRO South, Inc.

FILED
96 JUN 19 11 30 AM
TAMPA
FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: KoPRO South, Inc.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 4950 W. Kennedy Boulevard, Suite 301, Tampa, Florida 33609-1830

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 100,000

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

N/A _____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>N/A</u>	_____	_____	_____
_____	_____	_____	_____

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A _____

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>		

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH. PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

N/A

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 4950 W. Kennedy Boulevard, Suite 301, Tampa, Florida 33609-1830 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS John DiNardi, III

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS 7, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Dawn Duva 1635 Market Street, Philadelphia, Pennsylvania 19103
Margaret Routzahn 1635 Market Street, Philadelphia, Pennsylvania 19103

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 18th DAY OF June, 1996

Dawn Duva
SIGNATURE/TITLE

Dawn Duva, Incorporator

Margaret E. Routzahn
SIGNATURE/TITLE

Margaret Routzahn, Incorporator

SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.: John DiNardi, III IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

FILED
96 JUN 19 PM 3:06

DATED June 12, 1996

John DiNardi, III
BY

John DiNardi, III
(TYPE NAME OF OFFICER)

Chief Executive Officer
(TITLE OF OFFICER)