



THE UNITED STATES CORPORATION COMPANY

P96000 103849

ACCOUNT NO. : 072100000032

REFERENCE : 202922 7119699

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : December 27, 1996

ORDER TIME : 10:21 AM

ORDER NO. : 202922-005

CUSTOMER NO: 7119699

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CUSTOMER: Ms. Elizabeth A. Breeding
PURCELL FLANAGAN & HAY, P.A.

1 Enterprise Center
225 Water Street, Suite 1235
Jacksonville, FL 32202-4427

DOMESTIC FILING

NAME: KAMAN ACQUISITION CORPORATION

EFFECTIVE DATE:

EFFECTIVE DATE
Dec. 26, 1996

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

FILED
96 DEC 27 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMD
12/27/96

RECEIVED
96 DEC 27 AM 10:52
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
KAMAN ACQUISITION CORPORATION

FILED
96 DEC 27 PM 2:50
SEC. STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

EFFECTIVE DATE

Article I
Name

Dec 26, 1996

Section 1.1. Name. The name of this corporation shall be KAMAN ACQUISITION CORPORATION.

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 14700 Yonge Drive, Jacksonville, Florida 32218.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Malcolm L. Rich
14700 Yonge Drive
Jacksonville, Florida 32218

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

C. William Kaman, II
221 Newgate Road
East Granby, Connecticut 06026

Malcolm L. Rich
14700 Yonge Drive
Jacksonville, Florida 32218

Lorraine M. Kaman
221 Newgate Road
East Granby, Connecticut 06026

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

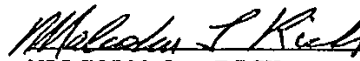
Article IX **Bylaws**

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

Section 10.1. Amendment. The shareholders reserve the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 26th day of December, 1996.


MALCOLM L. RICH

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

FILED

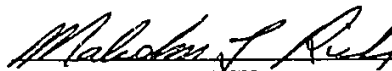
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STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505,
Florida Statutes, the following is submitted:

KAMAN ACQUISITION CORPORATION, desiring to organize or qualify
under the laws of the State of Florida hereby designates
Corporation Service Company as its registered agent to accept
service of process within the State of Florida and the address of
its registered office shall be 1201 Hays Street, Tallahassee,
Florida 32301.

DATED this 26th day of December, 1996.


MALCOLM L. RICH

Having been named as registered agent 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.

DATED this ___ day of _____, 1996.

CORPORATION SERVICE COMPANY

By: 

Its _____