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OFFICES OF
LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

JOHN A. ATTAWAY, JR.
ROBERT J. BERTRAND
ROBERT M. BRUSH
MARK B. CAMPBELL
CHRISTINE M. CASINGAL
THOMAS L. CLARKE, JR.
JONATHAN M. CROWDER
CHRISTOPHER N. FEAR
JUDITH J. FLANDERS
MITCHELL D. FRANKS
LYNN H. GROSECLOSE
NANCY C. HARRIGON
DONALD G. JACOBSEN
ANDREW A. McCUMBER
MIA L. McKOWN
MARK H. MILLER

ONE LAKE MORTON DRIVE
POST OFFICE BOX 3
LAKELAND, FLORIDA 33802-0003
TELEPHONE (941) 284-2200
FAX (941) 688-0310

[illegible] STREET WEST
POST OFFICE BOX 881
BRADENTON, FLORIDA 34206
TELEPHONE (941) 747-1871
FAX (941) 745-2866

PATRICK J. MURPHY
JOHN V. QUIRLAN
GARY B. RABIN
EDWIN A. SCALES, III
DEBORAH LAUX SLOWIK
GILBERT A. SMITH, JR.
KINGSWOOD SPROTT, JR.
ROBERT G. STOKES
JANET M. STUART
JONATHAN D. TROHN
ROBERT L. TROHN
JOHN K. VREELAND

A.H. LANE (RETIRED)

IN REPLY REFER TO:
Lakeland

April 16, 1996

VIA FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

000001784180
-04/17/96--01063--010
****122.50 ****122.50

Re: VKM INTERNATIONAL, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as VKM INTERNATIONAL, INC.. Please file the original Articles and return the copy to me, duly certified to show the date of filing. Please note that the corporate existence is to commence as of the date of execution and acknowledgment of the Articles.

Also enclosed is this firm's check in the amount of $122.50 to cover the following:

Filing Fee	$ 35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941)284-2208.

Thanking you for your usual cooperation, I am

Yours very truly,

John A. Attaway, Jr.

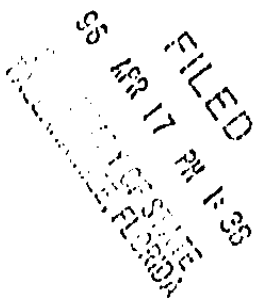
FILED
96 APR 17 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAA/lw
Enclosures
cc: Mr. Peter M. Flood
J:\WP\JAA\LTR\CLERK\SECSTATE.DOC

ARTICLES OF INCORPORATION

OF

VKM INTERNATIONAL, INC.



ARTICLE I - NAME

The name of this corporation is **VKM INTERNATIONAL, INC.**.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this corporation is 2715 Badger Road, Lakeland, FL 33811.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of capital stock having a par value of $1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is One Lake Morton Drive, Lakeland, Florida 33801, and the name of the initial registered agent of this corporation at that office is John A. Attaway, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

David Hallam
The Coach House, Ogle Dr.
The Park Nottingham
England 7NG1ES

David J. Bamberg
1511 Kenlyn Drive
Longwood, Florida 32779

Peter M. Flood
2715 Badger Road
Lakeland, Florida 33811

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

John A. Attaway, Jr., Esquire
Lane, Trohn, Clarke, Bertrand,
Vreeland & Jacobsen, P.A.
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of April, 1996.

JOHN A. ATTAWAY, JR.

STATE OF FLORIDA

COUNTY OF POLK

THE FOREGOING Articles of Incorporation were acknowledged before me this 16th day of April, 1996, by JOHN A. ATTAWAY, JR, who is personally known to me and who did not take an oath.

(Affix notarial seal)

ELIZABETH B. WHATLEY
Notary Public, State of Florida
My Commission Expires Sept. 8, 1998
Comm. No. CC388352

Elizabeth S. Whatley
NOTARY PUBLIC

ELIZABETH S. WHATLEY
(Type or Print Name of Notary)

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as Registered Agent for VKM INTERNATIONAL, INC., hereby accepts such appointment this 16th day of April, 1996.

JOHN A. ATTAWAY, JR.

FILED
96 APR 17 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA