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Orlando, Florida 32802

September 24, 2001

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: KNUDSON INC.
Our File No. 1132-5

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for Knudson Inc. along with our firm check in the amount of \$87.50 representing the filing fee, a certified copy of the Articles of Incorporation and a Certificate of Status.

Also enclosed is a stamped self-addressed return envelope for the return of the above items.

If you have any questions, please feel free to contact me.

Sincerely,

Theodore D. Estes

FILED
2001 SEP 26 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TDE/bc

Enclosures

9/28/01

**ARTICLES OF INCORPORATION
OF
KNUDSON INC.**

FILED
2001 SEP 26 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be KNUDSON INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at: 520 Mandalay Road, Orlando, FL 32809.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as

though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 24 South Orange Avenue, Orlando, Florida.

The name of the initial registered agent of this corporation at that address shall be Theodore D. Estes, Esq..

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Charles Ken Knudson	520 Mandalay Road Orlando, FL 32809	President, Secretary and Treasurer

ARTICLE VIII - INCORPORATOR

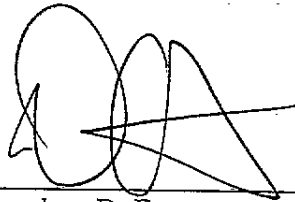
The following is the name and street address of the Incorporator to these Articles of Incorporation:

Theodore D. Estes, Esq.
Divine & Estes, P.A.
24 South Orange Avenue
Orlando, Florida 32801

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of
September, 2001.

A handwritten signature in black ink, appearing to be 'T. D. Estes', written over a horizontal line.

(SEAL)

Theodore D. Estes,
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Theodore D. Estes to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of September, 2001.



(SEAL)

Barbara G. Carlsen
Notary Public
Print Name: _____
My commission expires: _____
Commission No.: _____

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

FILED
2001 SEP 26 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, Knudson Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent, Theodore D. Estes in the City of Orlando, County of Orange, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



THEODORE D. ESTES