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FLORIDA PROFIT CORPORATION OR P.A.

Watkins International, Inc.

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#5/17/04

**ARTICLES OF INCORPORATION
OF
WATKINS INTERNATIONAL, INC.
(the "Corporation")**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the Florida Business Corporation Act (the "Act").

ARTICLE I: NAME

The name and address of the initial principal office of the Corporation is:

Watkins International, Inc.
1144 West Griffin Road
Lakeland, Florida 33805

ARTICLE II: REGISTERED AGENT

The initial registered office of this Corporation in the state of Florida shall be c/o CT Corporation Systems, 1200 South Pine Island Road, Plantation, Florida 33324. The initial registered agent at that address shall be CT Corporation System.

ARTICLE III: PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Act.

ARTICLE IV: CAPITAL STOCK

The authorized number of shares, which the Corporation shall have the authority to issue, is One Hundred Thousand (100,000) shares of common stock, \$1.00 par value per share.

ARTICLE V: DENY PREEMPTIVE RIGHTS

No shareholder of the Corporation shall have any preemptive or other rights to subscribe for any additional shares of stock, or for other securities of any class, or for rights, warrants or options to purchase stock or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

ARTICLE VI: INDEMNIFICATION

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct; (iii) for fraud or a knowing violation of law; (iv) under Section 607.0834 of the Act, or (v) for any transaction from which the director derived an improper personal benefit. If the Act is hereinafter amended to permit a

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corporation to further eliminate or limit the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall be further eliminated or limited to the fullest extent permitted by the Act as so amended. Any amendment, repeal, or modification of this Article VI shall not adversely affect any right or protection of a director of the Corporation for any act or omission occurring prior to the date when such amendment, repeal or modification became effective.

ARTICLE VII: AFFILIATED TRANSACTIONS

The Corporation hereby expressly elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE VIII: DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator is: Sean J. Coleman, 6400 Powers Ferry Road, NW, Suite 400, Atlanta, Georgia 30339.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12th day of May, 2004.


Sean J. Coleman, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 14th day of May, 2004.

CT Corporation System


By: DALE W. MORRIS
Its: ASSISTANT VICE PRESIDENT

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