

BOROUGHES, GRIMM, BENNETT & MORLAN

PROFESSIONAL ASSOCIATION

R. LEE BENNETT
THOMAS BOROUGHS
WILLIAM A. GRIMM
HAROLD E. MORLAN II
JOHN H. SIMPSON JR.

201 EAST PINE STREET
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POST OFFICE BOX 3109
ORLANDO, FLORIDA 32802-3109
TELEPHONE (407) 841-3353
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DELOLANE STAMLER
ROBERT J. STOVASH

EDWARD H. ALEXANDER, JR.
KENNETH D. HAZOURI

ROBERT W. ROYD
JOE LUNNEL

December 30, 1994

96000004831

State
Department of Corporation
P.O. Box 63
Tallahassee, FL 32302-0063

Re: Incorporation of Klus Enterprises, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Klus Enterprises, Inc., together with a check in the amount of \$70.00, the filing fee for the Articles of Incorporation and the filing fee for the Florida registered agent. Please file the Articles of Incorporation so that the company, Klus Enterprises, Inc., will be officially recognized by the state of Florida as a Florida corporation. In addition, I would appreciate it if you would return the enclosed copy of the Articles of Incorporation in the stamped, self-addressed envelope.

Thank you for your attention to this matter. If you have any questions or concerns regarding the above, please call me.

Sincerely,

Robert J. Stovash

cc: Curtiss Klus

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ARTICLES OF INCORPORATION
OF
KLUS ENTERPRISES, INC.

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95 JAN 17 PM 1:41
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

KLUS ENTERPRISES, INC.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 737 Crescent Way, Fort Lauderdale, Florida 33326.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future 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 nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 E. Pine Street, Suite 500, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is Robert J. Stovash.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be three.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Curtiss Klus	737 Crescent Way Fort Lauderdale, FL 33326
Brenda L. Klus	737 Crescent Way Fort Lauderdale, FL 33326
Robert J. Stovash	201 E. Pine Street, Suite 500 Orlando, FL 32801

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

Curtiss Klus

737 Crescent Way
Fort Lauderdale, FL 33326

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

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

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Affiliated Transactions

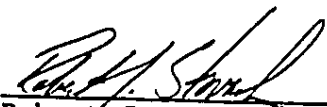
This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of December, 1994.


Curtiss Klus

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Klus Enterprises, Inc.


Robert J. Stovash

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BULL, MORLAN, SIMPSON & STOVASH, P.A.

ATTORNEYS AND COUNSELORS AT LAW

STEPHEN M. BULL
HAROLD E. MORLAN, II
JOHN R. SIMPSON, JR.
ROBERT J. STOVASH
DAVID F. TEGELER

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SUITE 1200
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EDWARD R. ALEXANDER, JR.*

FILED
JUL 26 PM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 24, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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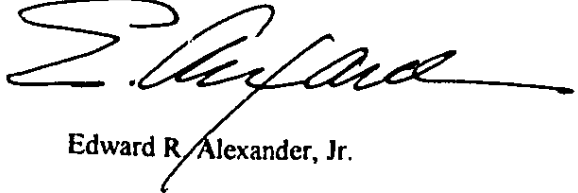
Re: Klus Enterprises, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of a Change of Registered Office for Klus Enterprises, Inc. Please file the original and return a stamped copy to me in the self-addressed stamped envelope I have provided. I have also enclosed this firm's check in the amount of \$35.00 for your fee.

If you should have any questions, please call me.

Sincerely,


Edward R. Alexander, Jr.

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Enclosures

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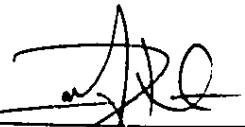
CHANGE OF REGISTERED OFFICE FOR KLUS ENTERPRISES, INC.

Klus Enterprises, Inc. (the "Company"), pursuant to Section 607.0502, Florida Statutes (1995), hereby changes its registered office as follows:

1. The name of the corporation is Klus Enterprises, Inc.
2. The street address of the current registered office of the Company is 201 E. Pine Street, Suite 500, Orlando, Florida 32801.
3. The street address of the new registered office of the Company is 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.
4. The name of the current registered agent of the Company is Robert J. Stovash. The identity of the registered agent has not changed.
5. The street address of the registered office, and the street address of the business office of the registered agent of the Company, as changed, will be identical.
6. The change of the registered office was duly authorized by resolution, duly adopted by the Board of Directors of the Company.

This action is taken this 20th day of June, 1996, by Curtiss Klus, President of Klus Enterprises, Inc.

T. Klus


Curtiss Klus, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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