

P95000011375

LAW OFFICES

CHESSER, WINGARD, BARR, WHITNEY,
FLOWERS & FLEET, P. A.

D. MICHAEL CHESSER
J. D. WINGARD, JR.
HARRY E. BARR
BOBBY L. WHITNEY, JR.
MICHAEL A. FLOWERS
H. BART FLEET

1201 EGLIN PARKWAY
SHALIMAH, FLORIDA 32579
(904) 651-9944
FAX (904) 651-0064

FIRST NATIONAL BANK OF CRESTVIEW BUILDING
SUITE 300
POST OFFICE BOX 327
CRESTVIEW, FLORIDA 32506
(904) 682-2011

February 7, 1995

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

RE: ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed are the original and one (1) copy of Articles of Incorporation for KERNOW CORPORATION, INC., to be filed with the Secretary of State. Enclosed also is a check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars to cover the following fees:

a. Profit corporation filing fee:	\$ 35.00
b. Registered Agent designation:	\$ 35.00
c. Certified copy:	<u>\$ 52.50</u>

TOTAL REMITTANCE: \$122.50

Thank you for your attention to this matter.

Sincerely,

Elizabeth M. Rudd

Elizabeth M. Rudd
Legal Assistant to D. Michael Chesser

Enclosures

FILED
1995 FEB - 8 AM 8:43
TALLAHASSEE, FL

500001400835
-02/08/95--01111--011
***122.50 ***122.50

*908 2/10/95
P95-11375*

**ARTICLES OF INCORPORATION
OF
KERNOW CORPORATION, INC.**

FILED
1955 FEB -8 AM 8:43
SEAL
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of the corporation is Kernow Corporation, Inc., with the address of 156 Rolling Dunes Drive, Santa Rosa Beach, Florida 32549.

ARTICLE II - PERIOD OF EXISTENCE

The period of duration for the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation will be to purchase personal property for resale in the United States. The purchase will occur both outside and inside the United States, and will be for the purpose of wholesale and resale, redistribution to customers of this corporation. The Corporation will be permitted to invest in real and personal property, to sell, mortgage or lease its real and personal property, to borrow money as may be necessary in the opinion of its owners, and to do any and all other things not specifically prohibited by the State or States in which it does business.

ARTICLE IV - SHARES

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$1.00 per share.

INITIAL ISSUE: Such shares as may be considered to be in the best interest of the corporation shall be issued from time to time, but in any event the corporation shall have an initial capital of at least \$1,000.00

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

DIVIDENDS: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholder, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

NO CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES: The corporation is not authorized to issue shares in series.

ARTICLE V - ADDRESS AND REGISTERED AGENT

The address of the initial registered agent of the corporation in the State of Florida shall be, 308 Ruskin Place, Seaside, Florida 32549. The name of the initial registered agent of the corporation at the above address shall be Jacqueline M. Parks. The Shareholder may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VI - BOARD OF DIRECTORS

The business of the corporation shall be managed by the shareholders. There shall be no Board of Directors.

ARTICLE VII - OFFICERS

The corporation shall have a President, and a Secretary and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

ARTICLE VIII - INCORPORATORS

The names and addresses of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anthony R. Bakewell	156 Rolling Dunes Drive Santa Rosa Beach, Florida 32459
Jacqueline M. Parks	156 Rolling Dunes Drive Santa Rosa Beach, Florida 32459

ARTICLE IX - AMENDMENT

The shareholder shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a majority vote of the common stock.

ARTICLE X - LIMITATIONS ON STOCK TRANSFER

(a) The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholder, such of the shares of stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to the total of all shares of common stock currently authorized and issued.

(b) No stock may be transferred to any person other than an initial stockholder without written consent of all other stockholders.

ARTICLE XI - CONTRACTS INVOLVING OFFICERS

(a) No contract or other transaction between the corporation and one or more of its officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's officers are officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such officer(s) are present at or participate in the meeting of the Officers or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Shareholder or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested director or directors; or

(2) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized.

(b) Common or interested officers may be counted in determining the presence of a quorum at a meeting of the Shareholders or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII - INDEMNIFICATION OF OFFICERS

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee or agent of the corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

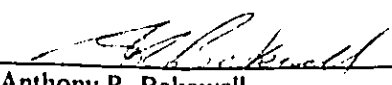
(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in

writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these
Articles of Incorporation at Shalimar, Florida on the 6th day of February, 1995.


Anthony R. Bakewell

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 6th day of February, 1995,
by ANTHONY R. BAKEWELL who is personally known to me or has produced
passport as identification and who did/did not take an oath.



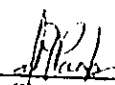
ALISON M. CARTWRIGHT
MY COMMISSION # 00269957 EXPIRES
March 19, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC

My Commission Expires: 3-19-97

ACCEPTANCE BY REGISTERED AGENT

I JACQUELINE M. PARKS having been named to accept service of process and hereby act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


Jacqueline M. Parks
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 4th day of February, 1995,
by JACQUELINE M. PARKS who is personally known to me or has produced
Passport as identification and who did/not take an oath.



ALISON M. CARTWRIGHT
MY COMMISSION # CC269957 EXPIRES
March 19, 1997
BONDED THROUGH FARM INSURANCE, INC.

Alison M. Cartwright
NOTARY PUBLIC

My Commission Expires: 3-19-97

JMP

1/95 ac b kerruaw aic