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3-3-95 3:49PM

1070/10170- DIV OF CORPORATIONS 1

P950000 17794

((H95000002514)))

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR &
215 N NOLA DR

ORLANDO FL 32801-

CONTACT: LOURDES G JONES
PHONE: (407) 843-4600

FAX: (407) 423-4495

((H95000002514)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: KHK&K, INC.

FAX AUDIT NUMBER: H95000002514

DATE REQUESTED: 03/03/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 5

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 15:43:59

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072720000036

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3/4

SENT BY: L D D K & K

: 3- 3-95 : 3:50PM :

4070410170- DIV OF CORPORATIONS: # 2

H95000002514

ARTICLES OF INCORPORATION
OF
KHK&K, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MARCH - 3 PM 4: 26

The undersigned, acting as incorporator of KHK&K, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

KHK&K, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation.

This instrument was prepared by:
James F. Hendon, Jr., Esq.
Lowndes, Droadick, Deater, Kautz & Reed, P.A.
213 N. Holla Drive
Post Office Box 2809
Orlando, Florida 32802-2809
(407)843-4600
Florida Bar Number: 0302744

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Articles of Incorporation of
KIK&K, Inc.
Page 2

including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial principal office of the corporation is 5401 S. Kirkman Road, Suite 725, Orlando, Florida 32819 and the name of the corporation's initial registered agent is Cleatus J. Simmons, whose address is 215 N. Eola Drive, Orlando, Florida 32801.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Name

Address

Rashid A. Khatib

5401 S. Kirkman Road, Suite 725
Orlando, FL 32819

ARTICLE VII. INCORPORATORS

The name and address of the incorporator is:

Name

Address

Cleatus J. Simmons

215 N. Eola Drive
Orlando, FL 32801

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Articles of Incorporation of
KHK&K, Inc.
Page 3

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

[Signature on Next Page]

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SENT BY:L O D K & R


: 3- 3-95 : 3:51PM :

4070410170- DIV OF CORPORATIONS:# 5

H95000002514

Articles of Incorporation of
KTIK&K, Inc.
Page 4

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 3rd day of March, 1995.



Cleatus J. Simmons

0181699.wp

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SENT BY: L D D K & R
H95000002514

3-3-95 3:52PM

4070410178- DIV OF CORPORATIONS: 0

(CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.)

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That KHK&K, Inc., desiring to organize under the laws of the State of Florida with its initial principal office and mailing address, as indicated in the Articles of Incorporation, at 5401 S. Kirkman Road, Suite 725, City of Orlando, County of Orange, State of Florida, has named Cleatous J. Simmons, located at 215 N. Eola Drive, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.


Cleatous J. Simmons
Registered Agent

95 MAR -3 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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05/16/95 TUE 15:52 FAX 1 407 423 4495

L D D K A R

0002

5/15/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:38 PM

((H95000005431)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR
& REED, P.A.
215 N EOLA DR

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

ORLANDO FL 32801- 1-
CONTACT: LOURDES JONES
PHONE: (407) 843-4600
FAX: (407) 423-4495

((H95000005431)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: KIK&K, INC.

FAX AUDIT NUMBER: H95000005431

DATE REQUESTED: 05/15/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 6

ESTIMATED CHARGE: \$87.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 14:37:56

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072720000036

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((H95000005431)))

*Corporation
Linda*

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95 MAY 16 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

914113 11 11

May 19, 1995

KHEM, INC.
5401 S. KIRKMAN ROAD
SUITE 725
ORLANDO, FL 32819

SUBJECT: KHEM, INC.
REF: P95000017794

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please correct page five to show that the document was executed by the director and not the incorporator.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000005431
Letter Number: 495A00025728

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida
32314

Linda Stitt GAVE
AUTHORIZATION BY PHONE TO
CORRECT *page 5* change incorporator
DATE *5/19/95* to director
DOC. EXAM *Linda*

**LOWNDES
DROSDICK
DOSTER
KANTOR &
REED, P.A.**
Attorneys at Law

215 North Pala Drive
Post Office Box 2809
Orlando, Florida 32802-2809
Telephone (407) 843-4600
Telecopier (407) 423-4495

**TELECOPY TRANSMITTAL
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DATE: May 16 1995
TO: SECRETARY OF STATE OF FLORIDA - ELECTRONIC FILING
COMPANY: DIVISION OF CORPORATIONS, AMENDMENTS SECTION
TELECOPIER NO.: (904) 222-4000 TELEPHONE NO.: (904) 488-2000
FROM: LOWNDES JONES ATTY. NO. 020
TELECOPIER NO.: (407) 423-4495 TELEPHONE NO.: (407) 843-4600
TOTAL NUMBER OF PAGES, INCLUDING THIS ONE: -8-
SPECIAL INSTRUCTIONS: RESTATED ARTICLES OF INCORPORATION OF KIKAK, INC.
FAX AUDIT NO. 095000005431

ORIGINAL DOCUMENT TO BE MAILED: NO

TIME OF TRANSMITTAL: 4:00 P.M.
2:55 PM (TO BE COMPLETED BY TRANSMITTING OPERATOR)
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Thank you,

LOWNDES JONES

CLIENT NO.: 019315

MATTER NO.: 43966

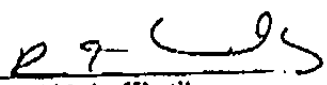
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087

095000005431

CERTIFICATE
SATISFYING REQUIREMENTS OF § 607.1007(4)

Pursuant to Section 607.1007 (Florida Statutes 1993), the undersigned certifies as follows:

- (1) The foregoing Restated Articles of Incorporation contain no amendment requiring shareholder approval;
- (2) The foregoing Restated Articles of Incorporation were adopted by the sole director of the Corporation.


Rashid A. Khatib
Sole Director

FILED
95 MAY 16 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

206515UONESLG

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**RESTATED ARTICLES OF INCORPORATION
OF
KHK&K, INC.**

The undersigned, acting as sole director of KHK&K, Inc., under the Florida Business Corporation Act, Section 607.1007 adopts the following Restated Articles of Incorporation ("Articles" or "Articles of Incorporation") for the purpose of amending and restating the Articles of Incorporation originally filed with the Secretary of State of the State of Florida on March 3, 1995.

ARTICLE I. NAME

The name of the corporation is:

KHK&K, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Restated Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation's purpose is limited to acting as a general partner of International Retail Partnership ("IRP"), a Florida general partnership. In its capacity as a general partner of IRP, KHK&K, Inc. may engage in any activity or business permitted under the laws of the United States and Florida.

This instrument was prepared by:
Clement J. Simmons, Esq.
Lowndes, Drodick, Dwyer, Kanner & Reed, P.A.
215 N. Eola Drive
Post Office Box 28099
Orlando, Florida 32801-2809
(407)843-4600
Florida Bar Number: 0240737
206515VONBSLO

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FILED
95 MAY 16 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Restated Articles of Incorporation of
KHK&K, Inc.

Page 2

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial principal office of the corporation is 3401 S. Kirkman Road, Suite 725, Orlando, Florida 32819 and the name of the corporation's initial registered agent is Cleatus J. Simmons, whose address is 215 N. Eola Drive, Orlando, Florida 32801.

ARTICLE VI. BOARD OF DIRECTORS

After the initial organizational meeting, the corporation shall have two directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than two. The name and street address of the initial director are:

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Restated Articles of Incorporation of
KTIK&K, Inc.

Page 3

NameAddress

Rashid A. Khatib

5401 S. Kirkman Road, Suite 725
Orlando, FL 32819

At any time IRP has indebtedness secured by a mortgage on real property owned by IRP, the corporation's board of directors shall contain at least one independent director. An independent director is a person (i) who is not and for the prior two years has not been a stockholder, officer or employee of the corporation, IRP, or any affiliate of either and (ii) is not an immediate family member of any stockholder, officer, employee or director of the corporation, IRP or any affiliate of either. An "affiliate," as such term is used in this Article, means any person or entity controlling, under common control with or controlled by the corporation, IRP or any parent or subsidiary corporation of either.

In the event that the death, incapacity or resignation of an independent director, or a vacancy in an independent director's position for any other reason, results in the Corporation having no independent directors at a time it is required to have an independent director, a successor independent director shall be appointed by a majority of the remaining directors. Until such successor independent director is selected and qualified as a director, the board of directors may not take any action which requires unanimous vote of the directors.

**ARTICLE VII. ACTIONS REQUIRING UNANIMOUS CONSENT OF
BOARD OF DIRECTORS**

The unanimous consent of the board of directors shall be required for the corporation to do any of the following:

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Restated Articles of Incorporation of
KIK&K, Inc.

Page 4

- (i) file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings for the corporation or cause IRP to do any of the foregoing;
- (ii) dissolve, liquidate, consolidate, merge or sell all or substantially all of the assets of the corporation or cause IRP to do any of the foregoing;
- (iii) engage in any other business activity not permitted by these Articles of Incorporation; and
- (iv) amend these Articles of Incorporation or IRP's partnership agreement.

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator are:

NameAddress

Cleatus J. Simmons

215 N. Eola Drive
Orlando, FL 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. LIMITS ON CORPORATE POWERS

The corporation shall only incur indebtedness related to its purpose as a general partner of IRP. Whenever any indebtedness which encumbers the real property of IRP is outstanding, the corporation shall be prohibited from engaging in any dissolution, liquidation, consolidation, merger, asset sale or transfer of ownership.

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Restated Articles of Incorporation of
KHK&K, Inc.
Page 5

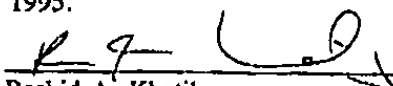
ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned director has executed these Restated Articles of Incorporation this 12th day of May, 1995.


Rashid A. Khatib
Director

206515JONBSLG

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