

1201 HAYS STREET
TALLAHASSEE, FL 32301

8-0393 F



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ACCOUNT NO. : 072100000032

REFERENCE : 591919 81624A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : May 5, 1995

ORDER TIME : 10:36 AM

ORDER NO. : 591919

CUSTOMER NO: 81624A

CUSTOMER: J. Patrick Fitzgerald, Esq
J. PATRICK FITZGERALD, PA

Suite 3 b
110 Merrick Way
Coral Gables, FL 33134

FILED
95 MAY - 5 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

DOMESTIC FILING

RUSH WILL WAIT!!!!!!

NAME: KNIGHTS' WELL USA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN MAY - 5 1995

RECEIVED
95 MAY - 5 AM 11:22
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
KNIGHTS' WELL USA, INC., A FLORIDA CORPORATION

FILED
95 MAY -5 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is Knights' Well USA, Inc., a Florida corporation, and its principal office is located at 2130 S.W. 97 Avenue, Miami, Florida 33165-8008.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of operating and transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III
TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 200 shares of no par value common stock.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office of this

corporation and the name of the registered agent of this corporation is J. Patrick Fitzgerald, Esquire, 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134.

ARTICLE VII BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as prescribed by the bylaws, but shall never be less than one (1). The initial director of this corporation is:

Osiris Edward Lopez
2130 S.W. 97 Avenue
Miami, FL 33165-8008

ARTICLE VIII OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office at one time. Such officers shall be elected by the Board of Directors. The Board may remove any or all of the officers from office, with or without cause, and at such time as the Board may determine. The names and addresses and positions of the persons who serve as the initial officers of the Corporation are as follows:

Osiris Edward Lopez
2130 S.W. 97 Avenue
Miami, FL 33165-8008

President, Secretary,
Treasurer

ARTICLE IX INCORPORATOR

The name and address of the person signing these articles is:

Osiris Edward Lopez
2130 S.W. 97 Avenue
Miami, FL 33165-8008

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

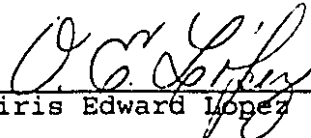
ARTICLE XI
BYLAWS

The Bylaws may be repealed or amended, and new Bylaws may be adopted, by either the Board of Directors or the Stockholders, but the Board of Directors may not amend or repeal any Bylaw adopted by Stockholders if the Stockholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XII
AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the shareholders.

IN WITNESS WHEREOF, I have subscribed my name this 4 day of May, 1995.



Osiris Edward Lopez

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4 day of May, 1995, by Osiris Edward Lopez, as incorporator of Knights' Well USA, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced N/A, as identification.



NOTARY PUBLIC-STATE OF FLORIDA
At Large

My Commission Expires:

J. PATRICK FITZGERALD
Notary Public, State of Florida
My Comm. Expires Mar 18, 1998
No. & C 362884
Bonded Through Notary Service

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



J. Patrick Fitzgerald
Registered Agent

JPF/JPF94/KNIGHT.ART

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA