

P9566055416

Wayne J. Sobien
CEO / General Counsel

Respond to:
Orlando Center

June 23, 1995

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

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-07/10/95--D1055--008
*****70.00 *****70.00

Re: K-N-P, Inc.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation of this proposed corporation along with the Certificate Designating Place of Registered Office. A telephone check with your office on June 21, 1995 indicated that the corporate name K-N-P, Inc. is not in use at this time. Please endorse the Articles of Incorporation on the duplicate copy and return it to me.

Also enclosed is our firm check in the amount of \$70.00 representing the \$35.00 filing fee for the Articles of Incorporation, and \$35.00 filing fee for the Certificate Designating Registered Office.

Yours very truly,

Wayne Sobien GAVE
WJS/shk AUTHORIZATION BY PHONE TO

Wayne J. Sobien

Enclosure
c:\... \Articles, Inc

DATE

DOC. EXAM

EFFECTIVE DATE
7-3-95

95 JUL 10 PM 4:10
SECRET
TALLAH/SECRET FLORIDA

611-70

Orlando Center
7380 Sand Lake Road, Suite 460
Orlando, Florida 32819
Phone (407) 354-0004 • 1-800-377-7858
Fax (407) 354-5405

Altamonte Springs Center
499 East Central Parkway, Suite 130
Altamonte Springs, Florida 32701
Phone (407) 331-5554
Fax (407) 331-7349

Downtown Center
25 West Kaley Avenue, Suite 200
Orlando, Florida 32806
Phone (407) 425-8121
Fax (407) 425-8137

ARTICLES OF INCORPORATION

OF

K-N-P, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be K-N-P, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of July 3, 1995.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

1. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE HUNDRED (100) shares of common stock having \$1.00 par value, which may be fractional shares.

2. All or any portion of the capital stock may be issued in payment for real or personal property, 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 to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value

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shall be conclusive.

3. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office and principal of this corporation shall be: 7380 SAND LAKE ROAD, SUITE 435, ORLANDO, FL 32819.

The name of the initial registered agent of this corporation at that address shall be: WAYNE J. SOBLEN, ESQUIRE.

ARTICLE VI - INITIAL OFFICERS

The names and street addresses of the initial officers of the corporation, who shall hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified, shall be:

<u>Name</u>	<u>Office</u>	<u>Street Address</u>
PRADIP JAMNADAS	PRESIDENT and TREASURER	6270 Indian Meadow Street Orlando, Florida 32819
NANDKISHORE RANADIVE	VICE-PRESIDENT and SECRETARY	9213 Bentley Park Circle Orlando, Florida 32819

ARTICLE VII - INITIAL DIRECTORS

1. This corporation shall consist of THREE (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

2. The names and street addresses of the initial directors of the corporation, who shall hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified, shall be:

<u>Name</u>	<u>Street Address</u>
PRADIP JAMNADAS	6270 Indian Meadow Street, Orlando, FL 32819

NANDKISHORE RANADIVE 9213 Bentley Park Circle, Orlando, FL 32819

WAYNE J. SOBIEN 380 Remington Drive, Oviedo, FL 32765

C. Directors, as such, shall receive such compensation for their services, if any, as may be set forth 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 the Board of Directors in attending meetings of the Board of Directors.

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

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
Wayne J. Sobien, Esq.	380 Sand Lake Road, Suite 435, Orlando, FL 32819

ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the directors and officers of this corporation shall be prescribed by such bylaws.

ARTICLE X - SHAREHOLDER'S AGREEMENT

The shareholders of this corporation have entered into a shareholder's agreement which provides, in part, for certain voting agreements and restrictions on alienation of shares. The shareholder's agreement has been executed and delivered to the corporation's principal office where it shall be kept open for inspection by any shareholder who makes a demand in good faith and for a proper purpose related to the records.

ARTICLE XI - RESTRICTION ON TRANSFER OF ASSETS

No officer or director of the corporation is nor shall be authorized to

sell, lease, hypothecate, pledge, mortgage, transfer or otherwise dispose of all or substantially all of the assets of the corporation, whether or not in the regular course of business, without the prior consent of an actual majority of the shareholders of the corporation entitled to vote.

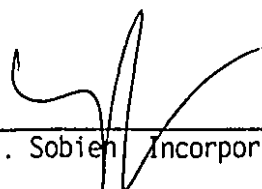
ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

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

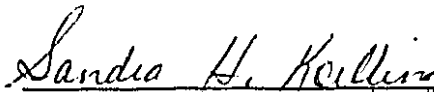
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of June, 1995.



Wayne J. Sobien Incorporator (SEAL)

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 30th day of June, 1995, by Wayne J. Sobien, Esquire. He is personally known to me or has produced _____ as identification.



PRINT NAME: Sandra H. Koelling
COMMISSION NUMBER: _____
EXPIRATION DATE: _____



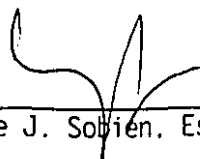
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

THAT, K-N-P, Inc. desiring to organize under the laws of the State of
Florida, with its principal office as indicated in the Articles of Incorporation
in the City of Orlando, County of Orange, State of Florida, has named its
Registered Agent, WAYNE J. SOBIEN, Esquire, 7380 Sand Lake Road, Suite 435, in
the City of Orlando, County of Orange, State of Florida, to accept service of
process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby accept to act
in this capacity and agree to comply with the provisions of said Act relative to
keeping open said office.



Wayne J. Sobien, Esquire

95 JUL 10 PM 4: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA