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CRAIG S. PEARLMAN¹
T. GREY SQUIRES
MARTIN F. STAMP²

¹ ALSO MEMBER OF DC & WEST VIRGINIA BAR
² ALSO MEMBER OF NEW YORK & TEXAS BAR

August 30, 1995

RECEIVED
SECRETARY OF STATE
TALLHASSEE, FLORIDA
SEP 1 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: KARAN International, Inc.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me. We are aware that there is a potential conflict with another corporation called Karen International, Inc.; however, Karan International, Inc. will be pronounced as Karann International, Inc. (Karan is a boy's name).

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,

KILLGORE, PEARLMAN, GARDNER,
ORNSTEIN & STAMP, P.A.

M.F. Stamp
By: Martin F. Stamp

MFS/bob

Enclosure

KARINT\LTR-SEC.STA

Prof. P.A.S.A.S.

SECRETARY OF STATE
TALLHASSEE, FLORIDA
95 SEP -1 AM 9:59

FILLED

ARTICLES OF INCORPORATION
OF
KARAN INTERNATIONAL, INC.

FILED
95 SEP -1 AM 9:59
STATE
FLORIDA

ARTICLE I - NAME

The name of this corporation is KARAN International, Inc., and its principal place of business and mailing address is 10705 Rocket Boulevard, Suite 101, Orlando, Florida 32824.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 South Orange Avenue, Suite 900, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Martin F. Stamp.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Martin F. Stamp
201 South Orange Avenue, Suite 900
Orlando, Florida 32801

ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29th day of AUGUST, 1995

Martin F. Stamp
Martin F. Stamp, Incorporator

STATE OF FLORIDA

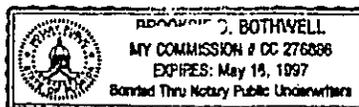
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of August, 1995, by Martin F. Stamp, who is personally known to me or who has produced N/A _____ as identification and who did take an oath.

NOTARY PUBLIC:

Sign: Brooksie O. Bothwell
Print: Brooksie O. Bothwell
State of Florida at Large
My Commission Expires:

Commission No. _____



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for Martin F. Stamp hereby accepts such appointment this 29th day of August, 1995, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Martin F. Stamp
Martin F. Stamp

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02/27/95