

P96000004334
FOLEY & LARDNER
ATTORNEYS AT LAW

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TAMPA
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MADISON
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ORLANDO, FLORIDA 32801
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POST OFFICE BOX 2103
ORLANDO, FL 32802-8103

A MEMBER OF GLOBALEX
WITH MEMBER OFFICES IN

BERLIN
BRUSSELS
DRESDEN
FRANKFURT
LONDON
PARIS
SINGAPORE
STUTTGART
TAIPEI

January 9, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Articles of Incorporation for Orange Avenue
Acquisition Associates, Inc.**

Ladies and Gentlemen:

I am enclosing with this letter for filing with your office Articles of Incorporation for Orange Avenue Acquisition Associates, Inc., together with a check in the amount of \$122.50 to cover the filing fee, and a certified copy of the same. Would you kindly file the Articles as promptly as practicable and return the certified copy of the Articles of Incorporation to me in the enclosed return federal express package.

Of course, should you have questions with respect to this filing, please feel free to call.

Very truly yours,

Shauna Sims
Shauna Sims,
Paralegal to Joseph R. Panzl

JRP/ss
Enclosure

300001684743
-01/10/96--01095--006
****122.50 ****122.50

FILED
65 JAN 10 PM 5:15
TALLAHASSEE, FLORIDA
STATE

**ARTICLES OF INCORPORATION
OF
ORANGE AVENUE ACQUISITION ASSOCIATES, INC.**

FILED
36 JUN 10 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **ORANGE AVENUE ACQUISITION ASSOCIATES, INC.**

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 7479 Conroy Road, Suite C, Orlando, Florida 32835. The name of the initial registered agent of the corporation at such address is Randall E. Jeffery.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Joseph R. Panzl	111 N. Orange Avenue, Suite 1800 Orlando, Florida 32801

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is 7479 Conroy Road, Suite C, Orlando, Florida 32835.

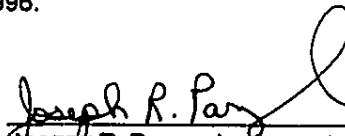
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in Orlando, Florida, this 8th day of January, 1996.


JOSEPH R. PANZL, Incorporator

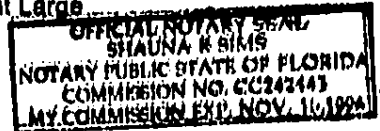
ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me by Joseph R. Panzi, who is personally known to me, this 8th day of January, 1998.

Shauna K. Sims
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:
11-18-96



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Randall E. Jeffery, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

Randall E. Jeffery
RANDALL E. JEFFERY

P 96 000004334

JOSEPH R. PANZI, ATTORNEY AT LAW
390 NORTH ORANGE AVENUE, SUITE 600
ORLANDO, FLORIDA 32801
TELEPHONE: (407) 481-5800
FACSIMILE: (407) 481-5801

JOSEPH R. PANZI

POST OFFICE BOX 3353
ORLANDO, FLORIDA 32802

October 23, 1996

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

600001986866--4
-10/28/96--01032--010
*****35.00 *****35.00

Re: Orange Avenue Acquisition Associates, Inc.

Ladies and Gentlemen:

I am enclosing with this letter the Articles of Amendment to the Articles of Incorporation for the above referenced corporation and a check in the amount of \$35.00 for the filing fee. Please process filing this Amendment at the earliest practicable date.

Please contact me if you have questions and thank you for your assistance.

Very truly yours,

Joseph R. Panzi

Joseph R. Panzi

JRP/mc
Enclosures

FILED
96 NOV 14 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KRP
11/15

KAY, PANZL & LATHAM, LLP

ATTORNEYS AT LAW

390 NORTH ORANGE AVENUE, SUITE 600
ORLANDO, FLORIDA 32801
TELEPHONE: (407) 481-5800
FACSIMILE: (407) 481-5801

JOSEPH R. PANZL

POST OFFICE BOX 3353
ORLANDO, FLORIDA 32802

November 12, 1996

Ms. Karen Gibson
Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

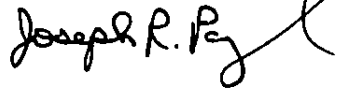
Re: Orange Avenue Acquisition Associates, Inc.

Dear Ms. Gibson:

In response to your letter, dated October 29, 1996 (copy attached), I am enclosing with this letter the Articles of Amendment to the Articles of Incorporation for the above referenced corporation. A check in the amount of \$35.00 was sent to the Division of Corporations on October 23, 1996 (copy also attached). Please process filing this Amendment at the earliest practicable date.

Please contact me if you have questions and thank you for your assistance.

Very truly yours,



Joseph R. Panzl

JRP/mc
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1996

JOSEPH R. PANZL
KAY, PANZL & LATHAM, LLP
390 NORTH ORANGE AVE., SUITE 600
ORLANDO, FL 32801

SUBJECT: ORANGE AVENUE ACQUISITION ASSOCIATES, INC.
Ref. Number: P96000004334

We have received your document for ORANGE AVENUE ACQUISITION ASSOCIATES, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 996A00049835

KAY, PANZL & LATHAM, LLP

ATTORNEYS AT LAW

391 NORTH ORANGE AVENUE, SUITE 600
ORLANDO, FLORIDA 32801
TELEPHONE: (407) 481-5800
FACSIMILE: (407) 481-5801

JOSEPH R. PANZL

POST OFFICE BOX 3353
ORLANDO, FLORIDA 32802

October 23, 1996

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

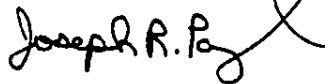
Re: Orange Avenue Acquisition Associates, Inc.

Ladies and Gentlemen:

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Please contact me if you have questions and thank you for your assistance.

Very truly yours,



Joseph R. Panzl

JRP/mc
Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORANGE AVENUE ACQUISITION ASSOCIATES, INC.**

Pursuant to the authority of §607.1003 and §607.1006 of the Florida Business Corporation Act, the undersigned corporation, **ORANGE AVENUE ACQUISITION ASSOCIATES, INC.** (the "Corporation"), hereby adopts and files the following Articles of Amendment to its Articles of Incorporation:

- (1) The name of the Corporation is presently **ORANGE AVENUE ACQUISITION ASSOCIATES, INC.**
- (2) "Article I - Name of Corporation" of the Articles of Incorporation of the Corporation is hereby deleted and replaced, in its entirety, with the following amended Article I:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **KP&L SERVICES, INC.**

- (3) The foregoing amendment to the Articles of Incorporation of the Corporation was duly adopted in accordance with the provisions of §607.1003 of the Florida Business Corporation Act by unanimous written consent of all of the shareholders and all of the directors of the Corporation on the 6th day of November, 1996, and such consent is sufficient for approval of the above amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the undersigned on the 12th day of November, 1996.

ATTEST:


PETER G. LATHAM, SECRETARY

**ORANGE AVENUE ACQUISITION
ASSOCIATES, INC.**

By: 
JOSEPH R. PANZL, PRESIDENT