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CORPORATION(S) NAME

Kicinsyga, I.

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
KIRINYAGA, INC.

FILED
96 FEB -6 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS:

KIRINYAGA, INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE, AND THE MAILING ADDRESS OF THE CORPORATION IS: 4694 F MIDDLEBROOK ROAD, ORLANDO, FLORIDA 32811.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 750 SHARES OF COMMON STOCK WITHOUT PAR VALUE.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 4694 F MIDDLEBROOK ROAD, ORLANDO, FLORIDA 32811 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS MICHAEL D. RESNICK.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

MICHAEL D. RESNICK

CAROL RESNICK

FILED


96 FEB -6 PM 2:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:


MICHAEL D. RESNICK 4694 F MIDDLEBROOK ROAD
ORLANDO, FLORIDA 32811

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 19th DAY OF JANUARY, 1996.


MICHAEL D. RESNICK

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: MICHAEL D. RESNICK IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED JANUARY 19th, 1996


MICHAEL D. RESNICK

WOOD & LAMPING

ATTORNEYS AND COUNSELLORS AT LAW
6000 CINCINNATI COMMERCIAL CENTER
OHIO VINNETHUNT

CINCINNATI, OHIO 45202-1000

TELEPHONE (513) 262-6000
FAX (513) 262-6007
WEBSITE: WWW.WOOD-LAMPING.COM

513-852-6056

May 31, 1996

ADMISSION

JOHN WOOD &
HARRIS WOOD LAMPING
HARRIS WOOD LAMPING

ADMITTED TO PRACTICE (1983-1988)

ALSO ADMITTED IN KENTUCKY
ALSO ADMITTED IN MINNESOTA
ALSO ADMITTED IN NEW YORK
ALSO ADMITTED IN PENNSYLVANIA

KENTUCKY OFFICE
KENTUCKY EXECUTIVE BUILDING
8000 DIXIE HIGHWAY
SUITE 200 - 2ND
Ft. Mitchell, Kentucky 41011
TELEPHONE (606) 844-4048
844-4048
FAX 844-4001

FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

Re: Articles of Merger

To Whom It May Concern:

Enclosed for filing are Articles of Merger, which contain the Plan of Merger, to merge Sirius, Inc., an Ohio corporation, into Kirinyaga, Inc., a Florida corporation. Our firm check in the amount of \$70.00 is enclosed for the filing fee.

Please return the filed document to our office.

Very truly yours,

Brenda J. Bloemer

Brenda J. Bloemer
Legal Assistant

BJB
Enclosures

pg 6000011460
Mergers
6-4-96
CM

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SIRIUS, INC., an Ohio Corporation not qualified in the state of Florida.

INTO

KIRINYAGA, INC., a Florida corporation, P96000011460.

File date: June 4, 1996

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

KIRINYAGA, INC.	Florida	("Domestic Corporation")
SIRIUS, INC.	Ohio	("Foreign Corporation")

SECOND: The laws of the state under which such Foreign Corporation is organized permit such merger and such Foreign Corporation is complying with those laws in effecting the merger.

THIRD: The Domestic Corporation complies with the applicable provisions of Section 607.1101-607.1104 F.S. and Section 607.1105 F.S.

FOURTH: The Plan of Merger is as follows:

(1) Kirinyaga, Inc. ("Kirinyaga"), is a corporation duly organized and existing under the laws of the State of Florida.

(2) Sirius, Inc. (Sirius), is a corporation duly organized and existing under the laws of the State of Ohio.

(3) The Board of Directors and Shareholders of Sirius determined it advisable that Sirius merge into Kirinyaga pursuant to Section 1701.79 et seq. of the Ohio Revised Code, and have duly approved and authorized this Plan of Merger.

(4) The Board of Directors and Shareholders of Kirinyaga determined it advisable that Sirius merge into Kirinyaga pursuant to Section 601.1101 et seq. of the Florida Statute, and have duly approved and authorized this Plan of Merger.

(5) The parties hereto agree that effective July 1, 1996, Sirius, the disappearing corporation, pursuant to this Plan of Merger, shall be merged into Kirinyaga, which shall be the surviving corporation pursuant to the terms of this Plan of Merger under the laws of the States of Ohio and Florida.

(6) The name of the surviving corporation shall be Kirinyaga, Inc.

(7) The Articles of Incorporation of the surviving corporation shall be the existing Articles of Incorporation of Kirinyaga as amended, and as amended from time to time.

(8) Michael D. Resnick, a natural person, is hereby appointed as the Registered Agent for the corporation, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The Registered Agent's address and principal office of the surviving corporation is 4694 F Middlebook Road, Orlando, Florida 32811.

(9) The initial directors of the surviving corporation, until their successors are elected, shall be: Michael D. Resnick and Carol Resnick.

(10) The Bylaws of the surviving corporation shall be the existing Bylaws of Kirinyaga, as such may be amended from time to time.

(11) Sirius shall be merged into Kirinyaga by the transfer to Kirinyaga of all the assets of Sirius and the assets will be subject to all of Sirius' liabilities and obligations (whether liquidated or contingent) which liabilities and obligations Kirinyaga expressly assumes. Said transfer of assets by Sirius to Kirinyaga and Kirinyaga's assumption of Sirius' liabilities and obligations shall take place on the date this Plan of Merger is effective as hereinafter defined.

(12) The shareholders of Sirius shall transfer all shares in Sirius to Kirinyaga in exchange for shares in Kirinyaga. For each share in Sirius held by existing shareholders of Sirius, said shareholder shall receive one (1) share of Kirinyaga for a total of one hundred (100) shares.

(13) There are no dissenting shareholders in either the Domestic Corporation or the Foreign Corporation.

FIFTH: The effective date of the articles of merger shall be the later of July 1, 1996 or the date of filing these articles of merger with the Florida Secretary of State.

SIXTH: The Plan of Merger was adopted by the shareholders of Sirius, Inc. on the 28th day of May, 1996, and was adopted by the shareholders of Kirinyaga, Inc. on the 28th day of May, 1996.

Signed this 28th day of May, 1996.

KIRINYAGA, INC.

By: Michael D. Resnick

Michael D. Resnick, President

SIRIUS, INC.

By: Michael D. Resnick

Michael D. Resnick, President