

P9600000 BAKER & HOSTETLER 20441

**BAKER
&
HOSTETLER**
COUNSELLORS AT LAW

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WRITER'S DIRECT DIAL NUMBER (407) 649-4063

March 1, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/04/96--01105--013
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ATTN: Document Filing Section

Re: Incorporation of Knight Gear, Inc.

Dear Sir/Madam:

I am enclosing with this letter the following documents relating to the incorporation of Knight Gear, Inc.:

1. The original Articles of Incorporation of Knight Gear, Inc.;
2. A copy of the Articles of Incorporation to be date stamped, certified and returned to me as confirmation of filing of same;
3. This firm's check in the amount of \$122.50 representing payment of the filing fees, registered agent designation and one certified copy of the Articles of Incorporation; and
4. A copy of the name reservation letter for Knight Gear, Inc. from your office.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to contact me.

Very truly yours,

Robin K. Graham

Robin K. Graham
Legal Assistant

SN MAR 10 1996

RECEIVED
MAR 10 11:18
TALLAHASSEE, FLORIDA

Enclosures
cc: H. A. Tico Perez
3369rkg/kngear/artfile.ltr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1995

H. A. TICO PEREZ
BAKER & HOSTETLER
P. O. BOX 112
ORLANDO, FL 32802

The name KNIGHT GEAR, INC. has been reserved for 120 days beginning November 17, 1995. The reservation number is R95000005244 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 995A00051000

ARTICLES OF INCORPORATION
OF
KNIGHT GEAR, INC.

FILED
NOV 14 AM 11:18
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the corporation is KNIGHT GEAR, INC. ("Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432. The name of the registered agent at such address is H. A. Tico Perez.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is seventy-five thousand (75,000) shares of Common Stock ("Common Stock") at \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
H. A. Tico Perez	200 South Orange Avenue Suite 2300 Orlando, Florida 32801-3432

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one (1). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
H. A. Tico Perez	200 S. Orange Ave., Ste. 2300 Orlando, Florida 32801-3432
Roger Pynn	200 S. Orange Ave., Ste. 2300 Orlando, Florida 32801-3432
Windsor Hall	200 S. Orange Ave., Ste. 2300 Orlando, Florida 32801-3432

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 29th day of February, 1996.

REGISTERED AGENT CERTIFICATE

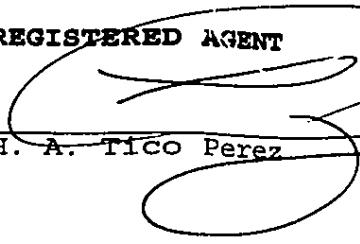
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That KNIGHT GEAR, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named H. A. TICO PEREZ, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with Section 607.0501, Florida Statutes.

REGISTERED AGENT


H. A. Tico Perez

FILED
FEB 29 1996
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

DATED: February 29, 1996