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FILED

ARTICLES OF INCORPORATION
OF
HW MERGER CORPORATION

96 JUN 27 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation organized under and pursuant to the provisions of the Florida Business Corporation Act, states as follows:

ARTICLE 1

The name of the corporation is HW MERGER CORPORATION (the "Corporation").

ARTICLE 2

The street address of the Corporation's initial principal office, and the mailing address of the Corporation, is 1300 West Industrial Avenue, Building A, Bays 105-07, Boynton Beach, Florida 33426.

ARTICLE 3

The Corporation is authorized to issue One Hundred (100) shares of capital stock. Said shares shall have all the voting power of the Corporation, shall be entitled to receive the net assets of the Corporation upon dissolution, and shall be without distinction as to designations, preferences, limitations or relative rights and priorities.

ARTICLE 4

The street address of the Corporation's initial registered office is 1300 West Industrial Avonuo, Building A, Bays 105-07, Boynton Beach, Florida 33426, and the name of its initial registered agent at such office is Ronald Nontwig. The Board of Directors may, from time to time, change the registered agent and/or move the registered office to any other address in Florida.

ARTICLE 5

The name and address of the sole incorporator of the Corporation is:

NAME

T. Kennedy Helm, III

ADDRESS

Stites & Harbison
400 West Market Street
Suite 1800
Louisville, Kentucky 40202



T. Kennedy Helm, III, Incorporator

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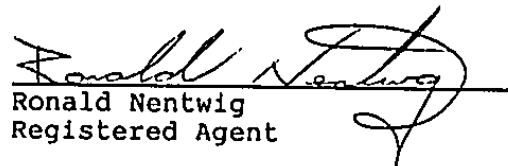
Certificate of Acceptance of Designation
as Registered Agent of
IHW MERGER CORPORATION

96 JUN 27 PM 12:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial registered agent for the service of process within the State of Florida upon IHW MERGER CORPORATION, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such registered agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) of the Florida Statutes relative to keeping open the registered office of said corporation, which registered office is located at 1300 West Industrial Avenue, Building A, Bays 105-07, Boynton Beach, Florida 33426,

IN WITNESS WHEREOF, I have set my hand at Boynton Beach, Florida, on this 8 day of May, 1996.


Ronald Nentwig
Registered Agent