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	JEFFREY M. YUSKAM
	BURKH C. REHART ¹²

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	PROFESSIONAL

ADMITTED IN INDIANA ONLY

ADMITTED IN NEVADA

AND KENTUCKY

ADMITTED IN OHIO

AND KENTUCKY

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ADMITTED IN ALABAMA

AND KENTUCKY

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June 24, 1996

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06/27/96-01023-005

*\$70.00 *\$70.00 *\$70.00

Secretary of State
Capitol 2
Tallahassee, FL 32301

Re: Articles of Incorporation - HW Merger Corporation

Dear Clerk:

Enclosed please find three originally executed Articles of Incorporation of HW Merger Corporation to be filed in your office.

Also enclosed is a check in the amount of \$70.00 to cover the filing fees.

Please return evidence of this filings to the undersigned in the enclosed envelope.

If you have any questions, please do not hesitate to contact me.

Sincerely,

STITES & HARBISON


Mary Scott Herrington,
Paralegal

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 JUN 27 PM 12:37

/msh
Enclosure

cc: W. Bryan Hudson, Esq.

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 Avenue, Building A, Bays 105-07, Boynton Beach, Florida 33426, and the name of its initial registered agent at such office is Ronald Nentwig. 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:

<u>NAME</u>	<u>ADDRESS</u>
T. Kennedy Helm, III	Stites & Harbison 400 West Market Street Suite 1800 Louisville, Kentucky 40202

T. Kennedy Helm, III

T. Kennedy Helm, III, Incorporator

PRIOR DRAFT
042390-2-1 rev. 7/21/94

FILED

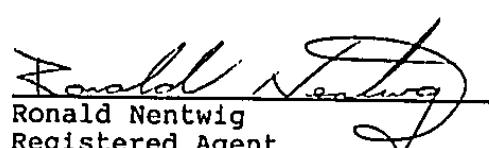
96 JUN 27 PM 12:38

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

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 IIW 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