P96000901694

TRANSMITTAL LETTER

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

SUBJECT: KNIGHT INDUSTRIES, INC.

(proposed corporate name - must include suffix)

900001994519--6 -11/01/96--01103--012 ****157.50 *****78.75

Enclosed is an original and (1) copy of the Articles of Incorporation and a check for:

| \$70.00 FIling Fee

 $|\overline{X}|$ \$78.75 Filing Fee & Certificate

| \$122.50 Filing Fee & Certified Filing Fee & Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM:

ACTION ACCOUNTING, INC.

956 N. COCOA BLVD., SUITE 1119

COCOA, FLORIDA 32922-7569

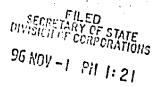
(407) 638-4744

SECRETIARY OF STATE PIVISIONS - PILEO STATE PILOO STATE PILEO STATE PILEO STATE PILEO STATE PILEO STATE PILOO STAT

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF ARTICLES

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ARTICLES OF INCORPORATION

OF

KNIGHT INDUSTRIES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be:

KNIGHT INDUSTRIES, INC.

and shall perform all business under the same name of:

KNIGHT INDUSTRIES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

956 N. COCOA BLVD., SUITE 1119 COCOA, FL. 32922-7569

ARTICLE III. SHARES

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00 , which shall be designated "common shares".

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business.

ARTICLE V. DURATION

This corporation shall commence NOVEMBER.01 and shall have perpetual existence.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. SHAREHOLDER/OFFICER LIABILITY

The personal liability of any of the shareholders, and/or the officers, of the above corporation is limited to their respective percentage of stock ownership as compared to all of the issued stock.

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

DONALD R. KNIGHT P.O. BOX 1087 PLYMOUTH, FL. 32768-1087

KATIE A. KNIGHT P.O. BOX 1087 PLYMOUTH, FL. 32768-1087

ARTICLE X. INCORPORATOR

The me(s) and street address(es) of the incorporate (s) to these Articles of Incorporation is(are):

DONALD R. KNIGHT 1568 ELSASSER ST. DELAND, FL. 32720

ARTICLE XI. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator(s) has (have) executed these Articles of Incorporation on this 28 day of OCTOBER, 1996.

Charle R Kill		
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	Signature	
	Signature	

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

STATE OF FLORIDA COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared DONALD R. KNIGHT , known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she/they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28 day of OCTOBER , 1996.

Notary Public

seal

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FILED DIVISION OF STATE DIVISION OF CORPORATIONS

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CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

KNIGHT INDUSTRIES, INC.

2. The name and address of the registered agent and office is:

J. DENNIS GILES
956 N. COCOA BLVD., SUITE 1119
COCOA, FL. 32922-7569

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Signature)

10/28/96 (DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314