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LAW OFFICES OF
FRANK G. FINKBEINER
ATTORNEY AND COUNSELOR AT LAW
105 EAST ROBINSON STREET, SUITE 301
ORLANDO, FLORIDA 32801
TELEPHONE (407) 483-0018
FAX (407) 830-8081

FRANK G. FINKBEINER

November 27, 1996

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 1 PM 6:50
OF COUNSEL
DWAIN CARR

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: KARE SERVICES, INC.

Gentlemen:

Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above-referenced Florida corporation, an original Designation and Acceptance of Designation of Registered Agent, together with a check in the amount of \$122.50 representing the following fees:

Filing Fee..... \$ 35.00
Certified Copy..... 52.50
Registered Agent Fee..... 35.00
TOTAL ENCLOSED.....\$122.50

Would you please forward a certified copy of the filed Articles of Incorporation to me at the letterhead address. Thank you for your cooperation in this matter.

Very truly yours,

FRANK G. FINKBEINER

FGF:sn
encls.

512
W 96-25630

12/6/96
F

51
12/14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 16 PM 6:50

LAW OFFICES OF
FRANK G. FINKBEINER
ATTORNEY AND COUNSELOR AT LAW

105 EAST ROBINSON STREET, SUITE 301
ORLANDO, FLORIDA 32801
TELEPHONE (407) 483-0018
FAX (407) 839-8881

FRANK G. FINKBEINER

OF COUNSEL
DWAINE CARR

UPS NEXT DAY AIR

December 11, 1996

Secretary of State
Division of Corporations
~~Post Office Box 6327~~ *409 E Gaines St.*
Tallahassee, Florida ~~32314~~ *32399*

RE: KSP SERVICES, INC.

Gentlemen:

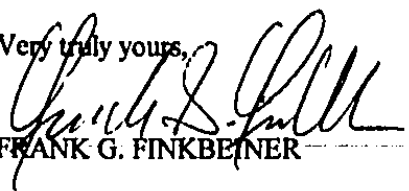
Enclosed please find an original and one fully executed copy of the Articles of Incorporation for the above-referenced Florida corporation, an original Designation and Acceptance of Designation of Registered Agent.

Also enclosed please find copy of your notification that our previous filing under a different name was rejected and that the filing fee, together with the cost of a certified copy, was retained by your office. Please credit the filing fee held by you to the filing of this incorporation.

Would you please forward a certified copy of the filed Articles of Incorporation to me at the letterhead address. Thank you for your cooperation in this matter.

A return UPS Next Day Air envelope is enclosed to expedite the return of a certified copy of the Articles.

Very truly yours,


FRANK G. FINKBEINER

FGF:sn
encls.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 6, 1996

FRANK G. FINKBEINER
105 EAST ROBINSON ST STE 301
ORLANDO, FL 32801

SUBJECT: KARE SERVICES, INC.
Ref. Number: W96000025630

We have received your document for KARE SERVICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00054807

ARTICLES OF INCORPORATION
OF
KSP SERVICES, INC.

*effective
12-11-96*

RECORDED
INDEXED
DEC 19 1996
PM 6:50

ARTICLE I: NAME

The name of this corporation is **KSP SERVICES, INC.**

ARTICLE II: DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of engaging in any and all activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV: CAPITAL STOCK

Initial Issue. One Thousand (1,000) shares of stock of the corporation shall be issued for cash or notes at a value of \$1.00 per share.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the principal office of this corporation is P.O. Box 2388, Windermere, FL 34786 and the name of the registered agent of this corporation is Frank G. Finkbeiner, Atty., 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1). The name and address of the Directors of this corporation until the first annual meeting of the Shareholders or until their successor(s) be elected and qualified are as follows:

STEVEN E. PENNY
P.O. BOX 2388
Windermere, FL 34786

ARTICLE VII: INDEMNIFICATION

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

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

STEVEN E. PENNY
P.O. Box 2388
Windermere, FL 34786

ARTICLE IX: PREEMPTIVE RIGHTS

The Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

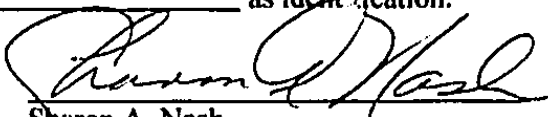
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 11th day of December, 1996.



STEVEN E. PENNY
Incorporator/Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of December, 1996, by STEVEN E. PENNY, Incorporator of KSP SERVICES, INC., a Florida corporation, on behalf of the Corporation. He/She is personally known to me or has produced _____ as identification.


Sharon A. Nash
Notary Public-State of Florida
My commission expires:



**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

FRANK G. FINKBEINER, ATTY., is hereby designated as Registered Agent for KSP SERVICES, INC., a corporation formed and existing under the laws of the State of Florida.

The designated registered office of Frank G. Finkbeiner, Atty. is 105 E. Robinson Street, Suite 301, Orlando, FL 32801.

DATED this 11th day of December, 1996.

KSP SERVICES, INC.

BY: Steven E. Penny

STEVEN E. PENNY, Director

FILED - STATE
SECRETARY OF CORPORATIONS
56 DEC 16 PM 6:50

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared the undersigned, STEVEN E. PENNY, who upon being first duly sworn, deposes and says that he is the Director of KSP SERVICES, INC., and that he has read the above and that the same is true and correct to the best of his knowledge and belief.

WITNESS my hand and seal in the County and State last aforesaid this 11th day of December, 1996.

Sharon A. Nash

Notary Public - Sharon A. Nash

My Commission Expires:

