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TALLAHASSEE, FL 32301-2607
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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 196058 4718535

AUTHORIZATION :

COST LIMIT : \$ PPD

-----EFFECTIVE DATE-----

ORDER DATE : December 19, 1996

ORDER TIME : 3:20 PM

ORDER NO. : 196058-005

CUSTOMER NO: 4718535

CUSTOMER: Ms. Carlotta S. Gregory
PORTER WRIGHT MORRIS & ARTHUR

Suite 400
4501 Tamiami Trail North
Naples, FL 34103

900002034489--2
-12/20/96--01003--026
*****70.00 *****70.00

DOMESTIC FILING

NAME: KAUFMANN HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
96 DEC 19 PM 4:10
DIVISION OF CORPORATION

9/5/96
12/20/96

FILED

96 DEC 19 PM 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

KAUFMANN HOLDINGS, INC.

EFFECTIVE DATE: 12-18-96

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is:

KAUFMANN HOLDINGS, INC.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103 and the name of the initial Registered Agent of this Corporation at that address is JEFFREY S. KANNENSOHN.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

This corporation's principal offices and mailing address are: 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP

TO BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

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

JEFFREY S. KANNENSOHN
4501 Tamiami Trail North, Suite 400
Naples, Florida 34103

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.


ARTICLE IX - DURATION

The existence of this corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of December, 1996.



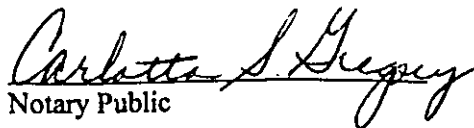
JEFFREY S. KANNENSOHN
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this 18th day of December, 1996, before me, an officer duly authorized and acting, personally appeared JEFFREY S. KANNENSOHN to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this the day and year last above written.





Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

First -- That **KAUFMANN HOLDINGS, INC.**, desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of
Naples, County of Collier, State of Florida, has named **JEFFREY S. KANNENSOHN**, located at
4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its agent
to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

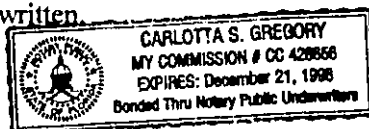


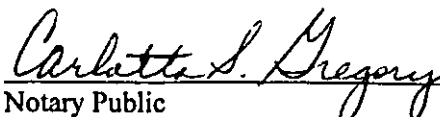
JEFFREY S. KANNENSOHN, Resident Agent

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this 18th day of December, 1996, before me, an officer duly
authorized and acting, personally appeared JEFFREY S. KANNENSOHN, to me known and known
to me to be the individual described in and who executed the foregoing instrument and
acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this the day and
year last above written.





Notary Public