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December 27, 1996

WILLIAM H. MEERS
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DONALD R. NILES, OF COUNSEL

STREET ADDRESS
2601 EAST OAKLAND PARK BOULEVARD
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FORT LAUDERDALE, FL 33306

Florida Secretary of State
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-01/03/97--01014--011
****122.50 ****122.50

Re KNIGHTWARE, INC

Gentlemen

Enclosed you will find an original and one copy of the Articles of Incorporation for the above referenced corporation. Please file the original Articles, and return one certified copy to the undersigned. Also enclosed is our trust account check for \$122.50 which represents as follows

Filing fee	\$ 35.00
Registered Agent fee	35.00
Certified copy	<u>52.50</u>
Total	\$122.50

Thank you for your assistance.

Very truly yours,



B. Alan Dobbins III
For the Firm

BAD/vk
Enclosures

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97 JAN -2 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FL 32399

1/9

ARTICLES OF INCORPORATION

OF

KNIGHTWARE CORP.

ARTICLE I

NAME

The name of this corporation is KNIGHTWARE CORP., whose mailing address is 3995 N. W. 122nd Terr., Sunrise, FL 33323.

ARTICLE II

DURATION

This corporation shall have perpetual existence and these Articles are effective upon filing.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares at \$1.00 par value common stock.

ARTICLE V

PRE-EMPTIVE 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3995 N. W. 122nd Terr., Sunrise, FL 33323, and the name of the initial registered agent of this corporation at that address is Brian S. Stewart. The undersigned is familiar with and accepts the duties of registered agent pursuant to Florida Statute 607.325.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two Director(s) 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 name and address of the initial Director(s) of this corporation are:

Brian S. Stewart
3995 N. W. 122nd Terr.
Sunrise, FL 33323

James H. Shelton
581 N. University Dr.
Plantation, FL 33324

ARTICLE VIII
INCORPORATOR

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

Brian S. Stewart
3995 N. W. 122nd Terr., Sunrise, FL 33323

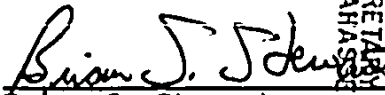
ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of December, 1996.


Brian S. Stewart
Subscriber and as
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED