



P97000020382

ACCOUNT NO. : 072100000032

REFERENCE : 282196 7124999

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 5, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 282196-005

CUSTOMER NO: 7124999

CUSTOMER: Mr. Ken Gruber
MR. KEN GRUBER

3001 Executive Drive Suite 150

Clearwater, FL 34622

200002105282-1-2
-03/05/97--01101--009
****122.50 ****122.50

DOMESTIC FILING

NAME: K & D HOLDING COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

K.R. MAR - 5 1997

FILED
97 MAR - 5 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 MAR - 5 11:35

97 MAR -5 PM 3:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 28, 1997

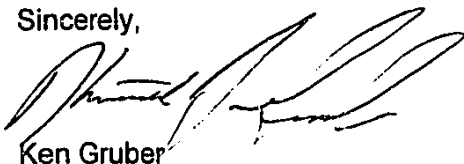
Secretary of State
Division of Corporations
P.O. Box 6367
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for K & D Holding Company, Inc. Also enclosed is a check in the amount of \$122.50 to cover filing costs. Please return a copy to the following address:

K & D Holding Company, Inc.
430 39th Avenue South
St. Petersburg, Florida 33705

Sincerely,



Ken Gruber

97 MAR -5 PM 3:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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 the corporation will be:

K & D HOLDING COMPANY, INC.

ARTICLE II PRINCIPLE OFFICE

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

430 39th Avenue South
St. Petersburg, FL 33705

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ken Gruber
430 39th Avenue South
St. Petersburg, FL 33705

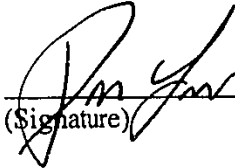
ARTICLE V INCORPORATOR(S)

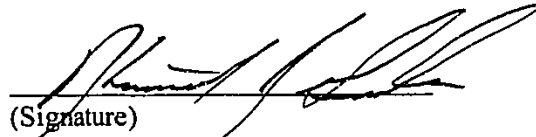
The name(s) and address(es) of the incorporators of this corporation are:

Ken Gruber
430 39th Avenue South
St. Petersburg, FL 33705

Donald Lamb
235 Howard Dr.
Belleair, FL 34786

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 26TH
_____ day of FEBRUARY, 1997.


(Signature)


(Signature)

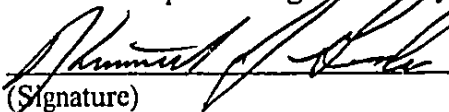
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: K & D HOLDING COMPANY
2. The name and address of the registered agent and office is:

Ken Gruber
430 39th Avenue South
St. Petersburg, FL 33705

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 I am familiar with and accept the obligations of my position as registered agent.


(Signature)

2/26/97
(Date)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA