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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: DAVIS, BROWING & SCHNITKER
CONTACT: ANNETTE M SOWELL
PHONE: (904)973-4186

ACCT#: 075010002255

FAX #: (904)973-8564

NAME: KNIGHT HOLDING INTERNATIONAL, INC.

AUDIT NUMBER.....H97000004493

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 2

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CORPORATE NAME

DOCUMENT TYPE

FAX AUDIT NUMBER

--- OTHER FUNCTIONS ---

6. RETURN TO ELECTRONIC FILING REQUEST MENU

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* Note: Ricardo A. Ruiz prepared these
instruments. We are looking for Courtesia
filing only. Please let me at Davis,
Browning & Schnitker if you have any
questions. Thank you.

m 3/18/97

EFFECTIVE DATE

3/11/97

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PAGE 02
APR 17 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KNIGHT HOLDING INTERNATIONAL, INC.

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE ONE
NAME AND MAILING ADDRESS OF CORPORATION

The name of this corporation is Knight Holding International, Inc. (the "Corporation"). The mailing address of the Corporation is 6056 Ulmerton Road, Clearwater, Florida 34620.

ARTICLE TWO
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE THREE
CORPORATE EXISTENCE AND DURATION

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 201 N. Franklin Street, Suite 2600, Tampa, Florida 33602, and the initial registered agent is Ricardo A. Roig, Esquire. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

ARTICLE FIVE
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is Ricardo A. Roig, Esquire, 201 N. Franklin Street, Suite 2600, Tampa, Florida 33602.

H97000004493 7
Ricardo A. Roig, Esq.
201 N. Franklin St.
Suite 2600
Tampa, FL 33602
FL BAR I.D. #0000639
(813) 221-2626

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of March, 1997.


Ricardo A. Roig
Incorporator

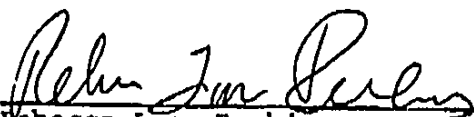
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th day of March, 1997, by Ricardo A. Roig, who is personally known to me.

My commission expires:




REBECCA LYNN PERKINS
My Comm Exp. 7/12/97
Bonded By Service Ins
No. CC301193


Rebecca Lynn Perkins
Notary Public - State of Florida

I am personally known to me

ACCEPTANCE BY REGISTERED AGENT

Ricardo A. Roig, having been designated to act as the registered agent of Knight Holding International, Inc., hereby agrees to act in that capacity.


Ricardo A. Roig

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