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May 7, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

FILED
97 MAY -8 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


RE: KNOWLEDGE COMMUNICATIONS SERVICES, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the captioned matter along with a check in the sum of \$122.50 for filing same.


Please return the filed articles to us in the enclosed pre-paid federal express package as quickly as possible. Thank you.


Sincerely,


Melanie Broussard
Secretary to
Jeffrey S. Tanen

/mjb
Enclosures
ramphal\knowledge\l-secstate.mjb

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*****122.50 *****122.50

Melanie GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA address
DATE 5/12/97
DOC. EXAM. 

 5/12/97

ARTICLES OF INCORPORATION
OF
KNOWLEDGE COMMUNICATIONS SERVICES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
Name of Corporation

The name of this corporation is KNOWLEDGE COMMUNICATIONS SERVICES, INC.

ARTICLE II
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV
Principal Place of Business

The address of the principal place of business of this corporation is 8306 Mills Drive, Suite 684, Miami, FL 33183.

ARTICLE V
Registered Office

The address of the initial registered office of the corporation is c/o Brian Ramphal,
The Board of Directors may from time to time
move the registered office to any other address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Brian Ramphal, 10034 S.W. 127 Court, Miami, FL 33186.

ARTICLE VII

Directors

This corporation shall have not less than one director. The name and addressee of the initial director of this corporation is:

Brian Ramphal
8306 Mills Drive, Suite 684
Miami, FL 33183

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is One Thousand (1,000) Shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Brian Ramphal
8306 Mills Drive, Suite 684
Miami, FL 33183

ARTICLE X

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of

himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

* * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of May, 1997.

Brian Ramphal
Brian Ramphal, Incorporator

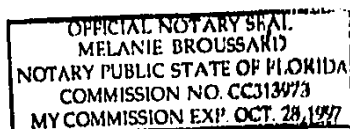
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Brian Ramphal, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 7 day of May, 1997.

Melanie Broussard
Notary Public, State of Florida

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.

Brian Ramphal

Brian Ramphal
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA