

P970000242711

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1 800 342 8062
FAX (904) 222 1222

RE: Knickers, Inc

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

C.C. FEE. DISBURSED

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S
- Filicious Name File **400002177834--1**
-05/14/97--01029--002
****122.50 ****122.50
- Name Reservation
- Annual Report/Restatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s. Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prep.
- FAX () pgs.

97 MAY 14 AM 11:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST TAKEN CONFIRMED APPROVED
DATE 5-14-97
TIME 9:24 CK No. _____
BY DK

WALK-IN Will Pick Up **K.R. MAY 14 1997**

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amount
Past 30 Days, 10% per Annum

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

OF

KNICKERS, INC.

FILED
97 MAY 14 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is **KNICKERS, INC.**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence, commencing on the date of filing of these Articles with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

This corporation is organized for the following purposes:

- A. To transact any and all lawful business.

**ARTICLE IV
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE V
CAPITAL STOCK**

A. The corporation is authorized to issue 10,000 shares of \$1.00 par value voting common stock, which shall be designated as voting common shares.

B. Except as otherwise provided by law or in the By-laws of the corporation, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common shares.

**ARTICLE VI
PRINCIPAL OFFICE ADDRESS**

The initial street address of the principal and registered office of this corporation is 2801 E. Irlo-Bronson Highway, Kissimmee, Florida 32743 , and the name of the initial registered agent of this corporation is Maurice Shams. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

**ARTICLE VII
DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than one person. The number of directors may be increased or diminished from time to time by the bylaws.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

W.P. Stewart
2801 E. Irlo-Bronson Highway
Kissimmee, Florida 32743

Frank A. Buonauro, Jr.
2801 E. Irlo-Bronson Highway
Kissimmee, Florida 32743

Maurice Shams
111 N. Orange Avenue, Suite 1200
Orlando, Florida 32801

**ARTICLE IX
INCORPORATORS**

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

Maurice Shams
111 N. Orange Avenue, Suite 1200
Orlando, Florida 32801

**ARTICLE X
OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation.

**ARTICLE XI
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the holders of voting common shares to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders holding voting common shares reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XII
MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

**ARTICLE XIII
AMENDMENT**

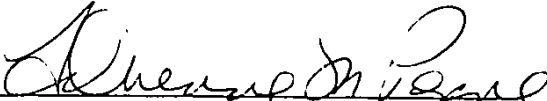
These Articles of Incorporation may be amended in the manner provided by law. All amendments shall be either proposed by the Board of Directors or the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

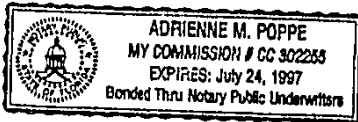
IN WITNESS WHEREOF, I have hereunto executed my hand and seal at Orlando, Florida, these Articles of Incorporation this 13th day of May, 1997.


MAURICE SHAMS, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

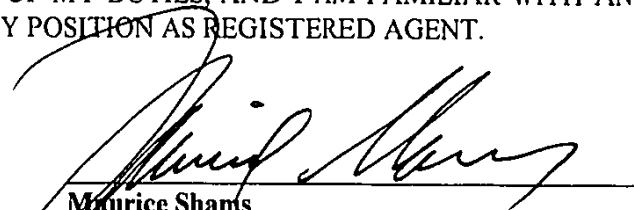
The foregoing instrument was acknowledged before me this 13 day of May, 1997, by Maurice Shams, who is personally known to me OR produced _____ as identification.


Notary Public, State of Florida
Print Name: Adrienne M. Poppe
My Commission Expires: _____



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.


Maurice Shams
Registered Agent

FILED
97 MAY 14 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA