



THE UNITED STATES  
CORPORATION  
COMPANY

897000046882

ACCOUNT NO. : 072100000032

REFERENCE : 403203 5674A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizant*

ORDER DATE : May 23, 1997

ORDER TIME : 9:09 AM

800002193258--9

ORDER NO. : 403203-005

CUSTOMER NO: 5674A

CUSTOMER: Ms. Carla Guidry  
KIMPTON BURKE & WHITE

Suite 100  
28059 U.S. Highway 19, North  
Clearwater, FL 34621

RECEIVED  
97 MAY 28 AM 10:44

DOMESTIC FILING

NAME: KISSNER ENTERPRISES, 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: Michael E. Klunk

EXAMINER'S INITIALS:

NEED  
TODAY

FILED  
MAY 23 1997  
TALLAHASSEE, FLORIDA

8

MAY 28 1997

ARTICLES OF INCORPORATION  
OF

KISSNER ENTERPRISES, INC.

97 MAR 20 AM 11:39  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KISSNER ENTERPRISES, INC.

The address of the principal office of this corporation shall be 2451 McMullen Booth Road, Suite 1, Clearwater, Florida 34619 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 28059 U.S. Highway 19 North, Suite 100, Clearwater, Florida 34621 and the name of the initial registered agent of the corporation at that address is Robert C. Burke, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any officer, director, employee, or agent to the extent permitted by law.

ARTICLE VIII. INCORPORATOR

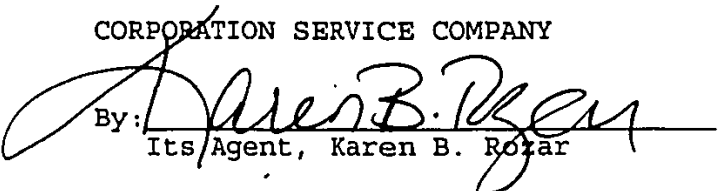
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set  
their hand and seal of Corporation Service Company  
on May 28, 1997.

CORPORATION SERVICE COMPANY

By:

  
Its Agent, Karen B. Rolan

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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: KISSNER ENTERPRISES, INC.

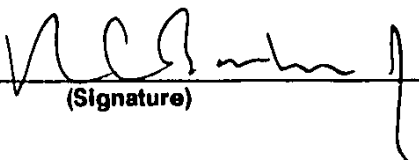
2. The name and address of the registered agent and office is:

ROBERT C. BURKE, JR.  
(Name)

28059 U. S. HIGHWAY 19 NORTH, SUITE 100  
(P.O. Box not acceptable)

CLEARWATER, FLORIDA 34621  
(City/State/Zip)

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)