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6/03/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
CONTACT: ANNE ELLIS
PHONE: (813) 223-7000

ACCT#: 076077000355

FAX #: (813) 229-4133

NAME: K & M, INC.

AUDIT NUMBER.....H97000009068

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1997

CARLTON, FIELDS, WARD, ET AL.

SUBJECT: K & M, INC.
REF: W97000012992

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Becky McKnight
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**ARTICLES OF INCORPORATION
OF
GALLAGHER FAMILY, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Gallagher Family, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 1017 Frankland Road, Tampa, Florida 33629.

ARTICLE III

Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of its initial registered office is 1017 Frankland Road, Tampa, Florida 33629, and the name of its initial registered agent at that address is Gary E. Gallagher.

ARTICLE V

Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Gary E. Gallagher	1017 Frankland Road Tampa, Florida 33629

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David P. Burke
Carlton Fields
P.O. Box 3239
Tampa, FL 33601
Fla. Bar No.: 350011
Ph: 813-223-7000
Fax: 813-229-4133

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ARTICLE VI
Initial Director

The corporation initially shall have one director, whose name and address is:

Name

Address

Gary E. Gallagher

1017 Frankland Road
Tampa, Florida 33629

Dated this 3 day of June 1997.

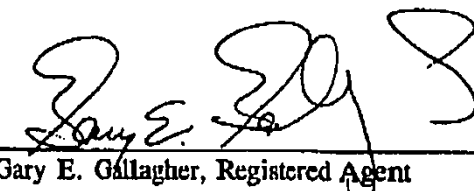


Gary E. Gallagher, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 3 day of June 1997.



Gary E. Gallagher, Registered Agent

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