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SCHABACKER SIMMONS & DUNN

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATION

SUITE 2500

100 NORTH TAMPA STREET

TAMPA, FLORIDA 33602

FILED  
97 SEP 24 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAILING ADDRESS

POST OFFICE BOX 3328  
TAMPA, FLORIDA 33601-3328

September 23, 1997

TELEPHONE: (813) 228-0036  
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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re : KA HOLDINGS, INC.

900002302079--6  
-09/24/97-01054-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ladies and Gentlemen:

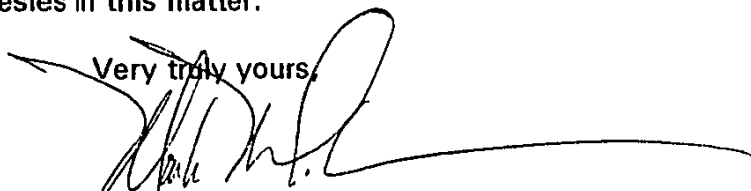
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation, along with the Acceptance of Appointment as Registered Agent. Also enclosed is a check in the amount of \$70.00, representing payment of the following:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and furnish the undersigned with an acknowledgement letter once the Articles have been filed.

Thank you for your courtesies in this matter.

Very truly yours,

  
Mark M. Schabacker

MMS/bms  
enclosures

cc: Mr. Lawrence T. Pasetti, III (via facsimile w/ enclosures)

P. Hall

SEP 25 1997

**ARTICLES OF INCORPORATION.**

**OF**

**KA HOLDINGS, INC.**

**FILED**  
**97 SEP 24 PM 4:07**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. CORPORATE NAME.**

The name of this Corporation is: KA HOLDINGS, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III. CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of \$1.00 per share.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

**ARTICLE IV. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE V. CORPORATE ADDRESS**

The initial address for this Corporation shall be 6306 Benjamin Road, Suite 612, Tampa, Florida 33634.

The Board of Directors from time to time may move the Corporate Office to any other address in the State of Florida.

#### ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Lawrence T. Pasetti, III, 6306 Benjamin Road, Suite 612, Tampa, Florida 33634

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE VIII. INITIAL DIRECTORS.

The name and address of the initial director of this Corporation are:

Lawrence T. Pasetti, III, 6306 Benjamin Road, Suite 612, Tampa, Florida 33634

The person named as initial director shall hold office for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

#### ARTICLE IX. INCORPORATOR.

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

Lawrence T. Pasetti, III, 6306 Benjamin Road, Suite 612, Tampa, Florida 33634

#### ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION.


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE XI. MISCELLANEOUS.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act and/or the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 23 day of September, 1997.

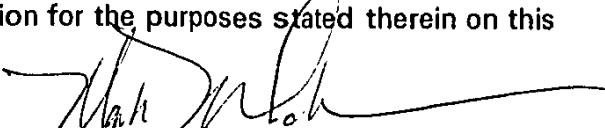
  
Lawrence T. Pasetti, III, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared Lawrence T. Pasetti, III, to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation for the purposes stated therein on this 23rd day of September, 1997.



MARK MSCHABACKER  
My Commission CC477318  
Expires Jun. 28, 1999  
Bonded by HAI  
800-422-1555

  
Notary Public, State of Florida at Large  
Mark M. Schabacker  
Notary Name Typed or Printed  
(SEAL)  
My commission expires:

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

That KA HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 6306 Benjamin Road, Suite 612, Tampa, Florida 33634, has named Lawrence T. Pasetti, III, located at 6306 Benjamin Road, Suite 612, Tampa, Florida 33634, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 23 day of September, 1997.

  
\_\_\_\_\_  
Lawrence T. Pasetti, III, Registered  
Agent