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Charles R.L. White

ATTORNEY AT LAW

725 NORTH A1A, SUITE E-102
JUPITER, FLORIDA 33477

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November 18, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

VIA EXPRESS MAIL

Re: KnoeCo Technologies, Inc.

100002351961--3
-11/19/97--01077--008
*****70.00 *****70.00

Dear Sirs:

In connection with the above-referenced corporation, enclosed are an original and one photocopy of the Articles of Incorporation to be filed with the Secretary of State as soon as possible.

Please date-stamp the copy and return it to me in the enclosed self-addressed envelope.

Also enclosed is a check representing payment for the filing fee and charter tax.

Thank you.

Sincerely,

Charles R.L. White *Chy* *jm*

Charles R.L. White

CRLW/jm
Enclosures

11-21-97

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KnoeCo TECHNOLOGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: KnoeCo TECHNOLOGIES, INC.

ARTICLE II - PRINCIPAL ADDRESS

The principal address of this corporation is 13634 187th Place North, Jupiter, Florida 33458.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in and transacting any lawful business.

ARTICLE IV - STOCK

The corporation is authorized to issue One thousand (1,000) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The registered agent and the street address of the initial registered office of this corporation is: Charles R.L. White, Esquire, 725 North A1A, Suite E-102, Jupiter, Florida 33477. Said registered agent hereby accepts said designation and agrees to accept service of process within the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be changed from time to time. The initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
NORWOOD B. KNOEBEL	13634 187th Place North Jupiter, Florida 33458

ARTICLE VIII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is: Charles R.L. White, Esquire, 725 North A1A, Suite E-102, Jupiter, Florida 33477.

ARTICLE IX - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE X - MEETINGS BY CONFERENCE TELEPHONE

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.


ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent have executed these Articles of Incorporation this 18th day of November, 1997.



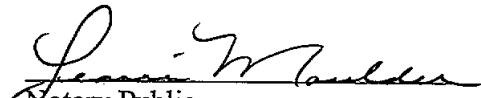
Charles R.L. White
725 North A1A, Suite E-102
Jupiter, Florida 33477
Telephone: (561) 746-0176

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

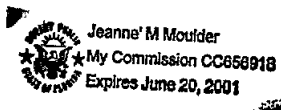
ss:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CHARLES R.L. WHITE, known to me be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

SUBSCRIBED AND SWORN to before me this 18th day of November, 1997, in the State and County set forth above.


Notary Public
State of Florida at Large

My Commission Expires:



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97 NOV 19 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA