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J. KELLY KENNEDY

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WINTER HAVEN, FLORIDA 33883-7604

January 20, 1998

Honorable Sandra B. Mortham  
Secretary of State  
The Capitol  
Tallahassee, Florida 32304

Re: Kipco International, Inc.

Dear Ms. Mortham:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Form.....	35.00
Total	\$122.50

Thank you for your cooperation in this matter.

Sincerely,

J. KELLY KENNEDY

JKK/bc

Enclosures

xc: Christopher B. Cole

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**ARTICLES OF INCORPORATION  
OF**

**KIPCO INTERNATIONAL, INC.**

The undersigned subscriber to these Articles of Incorporation competent to contract, hereby forms a professional corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is **KIPCO INTERNATIONAL, INC.** The mailing address is: Post Office Box 187, Auburndale, Florida 33823.

**ARTICLE II - PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 131 3rd Street, SW, Suite 215, Winter Haven, Florida 33880, and the name of the initial registered agent of this corporation at that address is **CHRISTOPHER B. COLE**.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

There shall be a Board of Directors for this corporation which shall consist of two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two. The names and

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addresses of the members of the initial Board of Directors are:

**CHRISTOPHER B. COLE**  
2230 20th Street, NW  
Winter Haven, FL

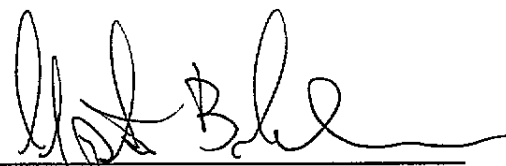
**DIANE S. SQUIRES COLE**  
2230 20th Street, NW  
Winter Haven, FL

**ARTICLE VI - SUBSCRIBER**

The name and address of the Subscriber to these Articles of Incorporation is **CHRISTOPHER B. COLE**, 131 3rd Street, SW, Suite 215, Winter Haven, Florida 33880.

The original Subscriber of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver these Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, the office and term for each Director(s) designated in this certificate to be held or exercised as originally named shall thereupon expire and a new election shall be called and held by the transferees for the election of new directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of January, 1998.

  
\_\_\_\_\_  
**CHRISTOPHER B. COLE**

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this  
15th day of January, 1998, by **CHRISTOPHER B. COLE**, who is  
personally known to me, or has produced \_\_\_\_\_  
Florida Driver's License as identification.

Betty Ann Clark  
Notary Public  
Printed Name: Betty Ann Clark  
(Affix notary seal)

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

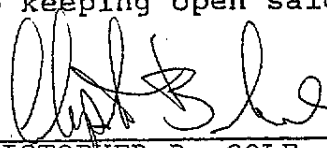
In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said act:

First--That KIPCO INTERNATIONAL, INC.  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at City of Winter Haven County  
of Polk, State of Florida  
has named CHRISTOPHER B. COLE  
located at 131 3rd Street, SW, Suite 215, Winter Haven, FL 33880  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of Winter Haven, County of Polk,  
State of Florida, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

BY:

  
CHRISTOPHER B. COLE  
(Resident Agent)

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TALLAHASSEE, FLORIDA