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LAW OFFICES

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5640 South Florida Avenue, Lakeland, Florida 33813
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PAT T. DICESARE, II
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April 1, 1998

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
4-10-98

800002479368--1
-04/06/98--01023--015
****122.50 ****122.50

RE: Koehler Group, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed please find our check in the amount of \$122.50.

I would appreciate it if you would file the Articles of Incorporation and return a copy to our office.

Thank you for your kind attention to this matter.

Sincerely,

Harold E. Barker

HAROLD E. BARKER

Signed in his absence
to avoid delay in mailing.

HEB/smm
Enclosures
F:\wp51\co\koehler\division.ltr

FILED
98 APR 13 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1098-7782
BR 4-7-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 7, 1998

HAROLD E BAKER, ESQUIRE
PO BOX 7160
LAKELAND, FL 33807-7160

SUBJECT: KOEHLER GROUP, INC.
Ref. Number: W98000007782

We have received your document for KOEHLER GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 198A00018493

EFFECTIVE DATE
4-10-98

ARTICLES OF INCORPORATION
OF
KOEHLER GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KOEHLER GROUP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and agent is Kenneth W. Koehler, 3649 Dogwood Place, Lakeland, Florida 33813.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The mailing address for this corporation is 2518 Tohope Boulevard, Kissimmee, Florida 34741.

ARTICLE VII - CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is one thousand (1000) shares of Capital Stock with a value of \$1.00 per share.

Initial Issue. One hundred (100) shares of the Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws. The name and address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth W. Koehler	3649 Dogwood Place Lakeland, Florida 33813
Patricia L. Koehler	3649 Dogwood Place Lakeland, Florida 33813

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Kenneth W. Koehler, 3649 Dogwood Place, Lakeland, Florida 33813.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or

any former officer of director, in accordance with the provisions of the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 10th day of April, 1998.

Kenneth W. Koehler
Kenneth W. Koehler, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 10th day of April, 1998 by Kenneth W. Koehler, who is personally known to me or who has produced _____, as identification and who did (did not) take an oath.



Marcia K. Alvey
Name:
Notary Public, State of Florida
My Commission expires:
Commission #:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Kenneth W. Koehler, being appointed in the foregoing Articles of Incorporation as the registered agent for KOEHLER GROUP, INC., accepts the appointment as registered agent for said corporation this 10th day of April, 1998.

Kenneth W. Koehler
Kenneth W. Koehler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA