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ACCOUNT NO. : 072100000032

REFERENCE : 866296 81605A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : June 23, 1998

ORDER TIME : 11:27 AM

ORDER NO. : 866296-005

400002569914--7

CUSTOMER NO: 81605A

CUSTOMER: Aaron J. Gold, Esq
GOLD RESNICK & SEGALL, P.A.

704 West Bay Street

Tampa, FL 33606

DOMESTIC FILING

NAME: KCDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 23 PM 2:33

RECEIVED
98 JUN 23 PM 1:28
DIVISION OF CORPORATIONS
[Signature]

ARTICLES OF INCORPORATION

- of -

KCDS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 23 PM 2:33

The undersigned, **JOAQUIN M. CAMPO**, whose address is 2203 North Lois Avenue, Suite 1200, Tampa, Florida 33607, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

KCDS, INC.

The principal place of business of this Corporation shall be 2203 North Lois Avenue, Suite 1200, Tampa, Florida 33607.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is Ten Thousand shares (10,000) of capital stock with a par value of One & 00/100 Dollars (\$1.00) per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is Aaron J. Gold, Esquire, and the name of the initial Registered Agent at said address is 704 West Bay Street, Tampa, Florida 33606.

ARTICLE VI

The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Florida or shareholders in the Corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Joaquin M. Campo	2203 North Lois Avenue, Suite 1200 Tampa, Florida 33607
Edward Burkett	2203 North Lois Avenue, Suite 1200 Tampa, Florida 33607
Jose LaRussa	2203 North Lois Avenue, Suite 1200 Tampa, Florida 33607

ARTICLE VIII

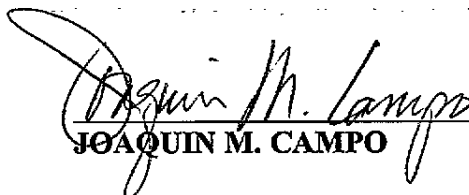
The shareholders shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

ARTICLE IX

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services, from time to time,

and in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

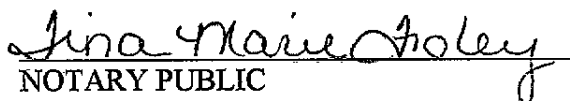
IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 22 day of June, 1998.


JOAQUIN M. CAMPO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared JOAQUIN M. CAMPO, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 22nd day of June, 1998.


NOTARY PUBLIC

My Commission Expires: 2/5/02



Tina Marie Foley
MY COMMISSION # CC690572 EXPIRES
February 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**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:

That **KCDS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Tampa, County of Hillsborough, and State of Florida, has named **AARON J. GOLD, ESQUIRE**, located at 704 West Bay Street, Tampa, Florida 33606, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


AARON J. GOLD, ESQUIRE
Registered Agent

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SECRETARY OF STATE
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98 JUN 23 PM 2:33