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ARTHUR E. ROBERTS
(1929-1997)

JULIA R. LAW

November 13, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002688411--3
-11/16/98--01100--009
***122.50 ***78.75

Re: Knight Enterprises, Inc.

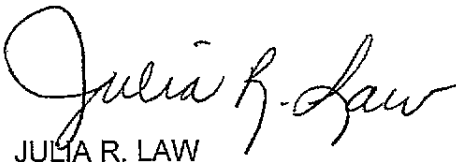
Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$122.50, representing the \$35.00 filing fee, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,


JULIA R. LAW

JRL/bs

Enclosures

FILED
98 NOV 16 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
11-20-98
6

ARTICLES OF INCORPORATION
OF
KNIGHT ENTERPRISES, INC.

FILED
98 NOV 16 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby sets forth his intention to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is KNIGHT ENTERPRISES, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The registered office of this corporation in the State of Florida is 31 Orange Blossom Trail, Yalaha, Florida 34797. The Registered Agent for this corporation at this address is CLAUDE A. KNIGHT. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The corporation shall have two directors initially, whose names and addresses are:

CLAUDE A. KNIGHT
31 Orange Blossom Trail
Yalaha, Florida 34797

ANNETTE COMMANDER
31 Orange Blossom Trail
Yalaha, Florida 34797

ARTICLE VII

The names and addresses of the incorporators of this corporation are:

CLAUDE A. KNIGHT, 31 Orange Blossom Trail, Yalaha, Florida 34797;

ANNETTE COMMANDER, 31 Orange Blossom Trail, Yalaha, Florida 34797.

ARTICLE VIII

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 a three-quarters majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX

Shares of stock in this corporation may be transferred only as provided in the By-Laws of the corporation existing and in force at the time such transfer is desired.



CLAUDE A. KNIGHT



ANNETTE COMMANDER

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared CLAUDE A. KNIGHT and ANNETTE COMMANDER, who are personally known to me to be the incorporators in the foregoing Articles of Incorporation, and acknowledged that they subscribed to these Articles of Incorporation

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS.**

The following is submitted, in compliance with Chapter 607.034, Florida Statutes:

KNIGHT ENTERPRISES, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 31 Orange Blossom Trail, Yalaha, County of Lake, State of Florida, has named CLAUDE A. KNIGHT, located at 31 Orange Blossom Trail, Yalaha, County of Lake, State of Florida, as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
CLAUDE A. KNIGHT	President/Secretary	31 Orange Blossom Trail Yalaha, Florida 34797
ANNETTE COMMANDER	Vice President/Treasurer	31 Orange Blossom Trail Yalaha, Florida 34797

DIRECTORS:

Name	Specific Address
CLAUDE A. KNIGHT	31 Orange Blossom Trail Yalaha, Florida 34797
ANNETTE COMMANDER	31 Orange Blossom Trail Yalaha, Florida 34797

BY: 
CLAUDE A. KNIGHT, Corporate Officer

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


CLAUDE A. KNIGHT, Registered Agent

13th WITNESS my hand and seal in the County and State named above this
day of November, 1998.

Beverly S. Staples
Notary Public



BEVERLY S. STAPLES
MY COMMISSION # 00426028 EXPIRES
January 15, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE
OF FLORIDA.

1. The name of the corporation is KNIGHT ENTERPRISES, INC.
2. The name and address of the registered agent and office is CLAUDE A.
KNIGHT, 31 Orange Blossom Trail, Yalaha, Florida 34797.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.



CLAUDE A. KNIGHT, Registered Agent

Date: 11-15-98

FILED
93 NOV 16 AM 8:19
TALLAHASSEE, FLORIDA