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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)922-4001

EFFECTIVE DATE
12-22-98

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

K2H, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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411-12/23/98

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EFFECTIVE DATE
12.22.98**ARTICLES OF INCORPORATION**FILED
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TALLAHASSEE, FLORIDA**Article I. Name**

The name of this Florida corporation is:
K2H, Inc.

Article II. Address

The mailing address of the Corporation is:
K2H, Inc.
c/o Norwood Knoebel
13634 187th Place North
Jupiter FL 33478 PALM BEACH

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
John T. Metzger
250 Australian Avenue South, Suite 700
West Palm Beach FL 33402-2926

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Norwood Knoebel
Joel C. Haas
Michael D. Howell

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

John T. Metzger | FL Bar Member 527531
Reid, Metzger, & Associates, P.A.
250 Australian Avenue South, Suite 700
West Palm Beach FL 33402-2926
561-659-7700

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Article V. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.10 per share.

Article VI. Incorporator

The name and address of the incorporator is:

John T. Metzger
Reid, Metzger, & Associates, P.A.
250 Australian Avenue South, Suite 700
West Palm Beach FL 33402-2926

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 22, 1998.

The undersigned incorporator executed these Articles of Incorporation on December 22, 1998.



JOHN T. METZGER

by L.A. Uriarte as attorney-in-fact

John T. Metzger | FL Bar Member 527531
Reid, Metzger, & Associates, P.A.
250 Australian Avenue South, Suite 700
West Palm Beach FL 33402-2926
561-659-7700

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

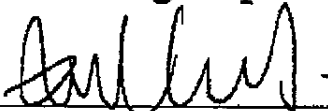
CORPORATION:

K2H, Inc.

REGISTERED AGENT/OFFICE:

**John T. Metzger
250 Australian Avenue South, Suite 700
West Palm Beach FL 33402-2926**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**JOHN T. METZGER
by L.A. Uriarte as attorney-in-fact**

Date: December 22, 1998.

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TALLAHASSEE, FLORIDA**

**John T. Metzger | FL Bar Member 527531
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