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REFERENCE : 123546 4320946

AUTHORIZATION :

COST LIMIT :

Patricia Pigut
\$ 78.75

ORDER DATE : February 4, 1999

ORDER TIME : 10:35 AM

ORDER NO. : 123546-005

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CUSTOMER NO: 4320946

CUSTOMER: Marian Lobl, Legal Assistant
TUCKER, FLYER & LEWIS
TUCKER, FLYER & LEWIS
1615 L Street, N.w.
Suite #400
Washington, DC 200365601

DOMESTIC FILING

NAME: K & H ENTERPRISES, 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: Jeanine Reynolds

EXAMINER'S INITIALS:

JR
2/4/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 PM 3:22

DIVISION OF CORPORATION

99 FEB -4 AM 11:25

RECEIVED

EFFECTIVE DATE

02/06/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 PM 3: 22

ARTICLES OF INCORPORATION OF

K & H ENTERPRISES, INC.

The undersigned, being an individual, does hereby act as Incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is: K & H Enterprises, Inc.

SECOND: The street address of the principal office of the Corporation is 3830 46th Avenue South, St. Petersburg, Florida 33711. The mailing address of the Corporation is 3830 46th Avenue South, St. Petersburg, Florida 33711.

THIRD: The number of shares that the Corporation is authorized to issue is one thousand (1,000), all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 3830 46th Avenue South, St. Petersburg, Florida 33711.

The name of the initial registered agent of the Corporation at the said registered office is Paul L. Krueger.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the Incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the Incorporator are:

NAME

ADDRESS

Stephen M. Heller

1615 L Street, N.W.
Suite 400
Washington, D.C. 20036

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for,

or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.


EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors,

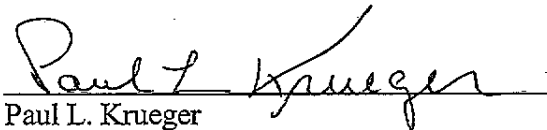
or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the corporation shall begin on February 6, 1999.

Signed on February 1, 1999


Stephen M. Heller, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.

By: 
Paul L. Krueger

Date: February 2, 1999

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