

NAPIER, PERKINS & SMEDAL, P.S.C.
PROFESSIONAL SERVICE CORPORATION

1012 WATERFRONT PLAZA
325 WEST MAIN STREET
LOUISVILLE, KENTUCKY 40202
TELEPHONE: (502) 587-0707
TELECOPIER: (502) 587-0705

IN INDIANA:
1511 Nole Drive
Jeffersonville, Indiana 47130
Telephone: (812) 280-1611

February 17, 1999

MARK A. SMEDAL
Admitted in Kentucky and Indiana

FILED
99 FEB 22 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of KSM Holdings, Inc.

Dear Sir or Madam:

300002783723-3

-02/22/99-01149-006

*****87.50 *****87.50

The undersigned is counsel for KSM Holdings, Inc. Enclosed herewith are the following materials:

1. Original and copy of the Articles of the corporation;
2. Check in the sum of \$87.50; and
3. Preposted, preaddressed return envelope.

We request that you file the original Articles with your office. Please forward to the undersigned a certified copy of the Articles as well as a Certificate of Status.

Thank you for your assistance with this matter. Please let me know if you have any questions.

Very truly yours,

NAPIER, PERKINS & SMEDAL, P.S.C.



Mark A. Smedal

Enclosures.

Flasos.101.22

ARTICLES OF INCORPORATION

OF

KSM HOLDINGS, INC.

A FLORIDA CORPORATION

** *** ** *** **

The undersigned, acting as incorporator of a corporation organized under and pursuant to the provisions of Chapter 607 of the Florida Statutes, states as follows:

ARTICLE 1

Name

The name of the corporation is KSM HOLDINGS, INC. (the "Corporation").

ARTICLE 2

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the Corporation is as follows:

KSM Holdings, Inc.
7730 Atlanta Street
Hollywood, Florida 33024

ARTICLE 3

Shares

The Corporation is authorized to issue One Thousand (1,000) shares of no-par value capital stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 4
Registered Agent

The Corporation's Registered Agent in the State of Florida shall be:

Synnott B. Durham
7730 Atlanta Street
Hollywood, Florida 33024

Acceptance: I, Synnott B. Durham, having been first duly cautioned, do hereby ACCEPT appointment as the Registered Agent for KSM Holdings, Inc.


Synnott B. Durham

Date: 2-19-99

ARTICLE 5
Shareholder liability: Indemnification

A. A shareholder shall not be personally liable for the acts or debts of the Corporation (except that she/he may be personally liable by reason of her/his own acts or conduct) nor shall the private property of the shareholders be subject to the payment of corporate debts or liabilities, by reason of being a shareholder.

B. The Corporation shall, to the fullest extent permitted by, and in accordance with the provisions of the Florida Statutes, indemnify each director or officer of the Corporation who was wholly successful, on the merits or otherwise, against expenses (including attorneys' fees), judgments, taxes, fines, and amounts paid in settlement, incurred by her/him in connection with the defense of any proceeding to which she/he was a party because she/he is or was a director or officer of the Corporation. The Corporation may advance expenses (including attorneys' fee) incurred by her/him in defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which she/he is, or is threatened to be made, a party by reason of the fact that she/he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. Advancement of expenses may be made upon receipt of an undertaking, with such security, if any, as the Board of Directors or shareholders may reasonably require, by or on behalf of the person seeking indemnification to repay amounts

advanced if it shall ultimately be determined that she/he is not entitled to be indemnified by the Corporation as authorized herein.

C. The indemnification provided for by this Article 5 shall not be deemed exclusive of any other rights to which directors or officers of the Corporation may be entitled under any statute, agreement, bylaw, or action of the Board of Directors or shareholders of the Corporation, or otherwise, and shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

D. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, trustee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against her/him and incurred by her/him in such capacity or arising out of her/his status as such, whether or not the Corporation would have the power or be obligated to indemnify her/him against such liability under this provision or the Florida Statutes.

ARTICLE 6

Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The first Board of Directors consisting of three (3) Directors, who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified, is as follows:

Carl G. Smedal	1100 NW 75th Avenue Plantation, Florida 33313
Synnott B. Durham	7730 Atlanta Street Hollywood, Florida 33024
Tzu-Jen Hsu	2nd Floor, No. 45, Lane 84 Section 3 Hsing Sheng North Road Taipei, Taiwan, R.O.C.

ARTICLE 7

Incorporation

The name and mailing address of the incorporator is Mark A. Smedal, 1012 Waterfront Plaza, 325 West Main Street, Louisville, Kentucky 40202.


ARTICLE 8

Preemptive Rights

The shareholders of the Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or shares convertible into such shares, or carry a right to subscribe to or acquire shares of the Corporation.

EXECUTED THIS 17th DAY OF FEBRUARY, 1999.

DAY OF FEBRUARY, 1999.



Mark A. Smedal, Incorporated


FILED
99 FEB 22 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COMMONWEALTH OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public for the Commonwealth of Kentucky, at large, do hereby certify that on this day the foregoing Articles of Incorporation of KSM HOLDINGS, INC., were produced before me and were signed, acknowledged and delivered by Mark A. Smedal, the Incorporator thereof, to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my name and affixed my seal of office, this 17th day of February, 1999.

My Commission expires: Sept. 15, 1999


Notary Public
Kentucky State-at-Large