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MULLEN & BIZZARRO, P.A.

JOSEPH P. MULLEN  
DEBORAH L. BIZZARRO  
JAMES H. MURRAY, JR.  
OF COUNSEL

SUITE PH-C  
2929 EAST COMMERCIAL BOULEVARD  
FORT LAUDERDALE, FLORIDA 33308  
(954) 772-9100  
FAX (954) 493-8765  
E-MAIL  
JPMULLEN@NETDOR.COM  
DLBIZZARRO@NETDOR.COM

March 16, 1999

**FEDERAL EXPRESS**

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

800002809248--3  
-03/17/99--01067--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: ARTICLES OF INCORPORATION  
S&B KNIGHT HOLDING CORP.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for S&B KNIGHT HOLDING CORP. and our firm's check in the amount of \$78.75 for filing fees.

Kindly file the Articles of Incorporation and return a copy of same to the undersigned in the enclosed, self-addressed envelope.

Thanking you for your prompt attention to this matter, I remain,

Very truly yours,

Cindy J. Kindig  
Secretary to  
Joseph P. Mullen

/cjk

Enc.

corp/secstate.

Cindy  
AUTHORIZATION BY PHONE TO  
CORRECT not  
DATE 3/23/99  
DOC. EXAM T.A.

FILED  
99 MAR 17 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T.A. - 3/23/99

FILED  
99 MAR 17 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**S&B KNIGHT HOLDING CORP.**

**ARTICLE I - NAME**

The name of this corporation is S&B KNIGHT HOLDING CORP., with its principal office and address being located at 3070 N.E. 12th Terrace, Oakland Park, Florida 33334.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale by the corporation of any new stock of this corporation, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 3070 N.E. 12th Terrace, Oakland Park, Florida 33334 and the name of the initial registered agent of this corporation at that address is Scott P. Knight.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have two (2) Directors. The number of Directors may be either increased and, thereafter, be

further increased or decreased from time to time in accordance with the By-laws of the Corporation although there shall never be less than one (1) required Director. The name(s) and address(es) of the initial Director(s)/Stockholder(s) are: Scott P. Knight, 2300 N.E. 33rd Avenue, Unit 803, Fort Lauderdale, Florida 33305 and Brenda J. Knight, 2300 N.E. 33rd Avenue, Unit 803, Fort Lauderdale, Florida 33305.

#### ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Scott P. Knight, 3070 N.E. 12th Terrace, Oakland Park, Florida 33334.

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. Any right conferred upon the shareholders is subject to this reservation.

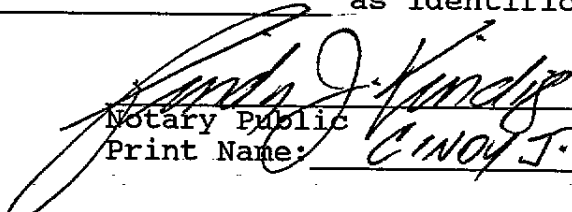
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 9th, 1999.

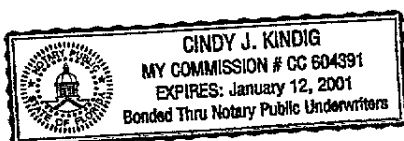
  
SCOTT P. KNIGHT  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 9th day of March, 1999, by SCOTT P. KNIGHT, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

  
Notary Public  
Print Name: CINDY J. KINDIG

My Commission Expires:

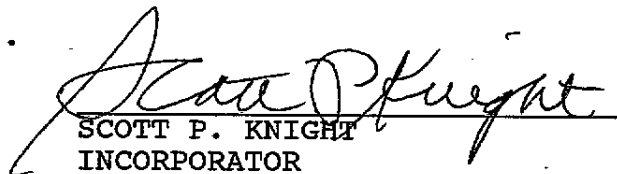


Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091(1), Florida Statutes (1997), the following is submitted:

That, S&B KNIGHT HOLDING CORP., desiring to organize or qualify under the laws of the State of Florida, has named Scott P. Knight, as its agent to accept service of process within the State of Florida.

Dated: March 9th, 1999.

  
SCOTT P. KNIGHT  
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

Dated: March 9th, 1999.

  
SCOTT P. KNIGHT  
Registered Agent

**FILED**  
99 MAR 17 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA