

P99000030399



ACCOUNT NO. : 072100000032

REFERENCE : 189722 3500240

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 70.00

ORDER DATE :

ORDER TIME : 2:46 PM

ORDER NO. : 189722-005

200002827332--2

CUSTOMER NO: 3500240

CUSTOMER: Ms. Susan Dashiell
STEPTOE & JOHNSON LLP
STEPTOE & JOHNSON LLP
1330 Connecticut Avenue, N.w.

Washington, DC 20036

DOMESTIC FILING

NAME: KAPPA U.S.A. (RETAIL), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

FILED
STATE
DEPARTMENT OF REVENUE
99 APR -1 AM 10:25

99 APR -1 PM 3:09
[Signature]

ARTICLES OF INCORPORATION

OF

KAPPA U.S.A. (RETAIL), INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -1 AM 10:25

The undersigned, 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 name of the corporation (the "Corporation") is Kappa U.S.A. (Retail), Inc.

SECOND: The principal place of business and mailing address of the Corporation is: 22633 Davis Drive, Sterling, Virginia, 20164.

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

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

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 sole incorporator of the Corporation are as follows:

Terence P. Quinn
1330 Connecticut Avenue, N.W.
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 purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Florida Business Corporation Act.

EIGHTH: The powers of the incorporator shall terminate upon the filing of these Articles of Incorporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

Simon P. Bamber	22633 Davis Drive Sterling, VA 20164
-----------------	---

Michael P. Callahan	22633 Davis Drive Sterling, VA 20164
---------------------	---

Michael W. Bailey	22633 Davis Drive Sterling, VA 20164
-------------------	---

NINTH: The business, property and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless the Bylaws of the Corporation so provide. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized and empowered:

(a) to make, alter or repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any Bylaw made by the Board of Directors;

(b) subject to the laws of the State of Florida, from time to time to sell, lease or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as the Board of Directors may deem best; and

(c) in addition to the powers and authorities hereinbefore and by the laws of the State of Florida conferred upon the Board of Directors, to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of said laws, of the Articles of Incorporation of the Corporation as from time to time amended, and of its Bylaws.

TENTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, Directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter


amended are granted subject to the right reserved in this Article.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -1 AM 10:25

ELEVENTH: The duration of the Corporation shall be perpetual.

Signed on March 29, 1999.



Terence P. Quinn
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.

CORPORATION SERVICE COMPANY

Date: _____

By: _____

Name: _____

Title: _____

Gloria M. Barry