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Florida Department of State
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To:

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Fax Number : (850) 922-4001

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE
Account Number : 074323003114
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Knight International, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 1999

HOLLAND & KNIGHT OF JACKSONVILLE

SUBJECT: KNIGHT INTERNATIONAL, INC.
REF: W99000012643

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS KNIGHTS INTERNATIONAL, INC. DOC #P97000053987.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION
OF
H&K GLOBAL, INC.

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TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of H&K Global, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: H&K GLOBAL, INC.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

400 North Ashley Drive
Suite 2300
Tampa, Florida 33602

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the corporation and names Intrastate Registered Agent Corporation the corporation's initial registered agent at that address to accept service of process within this state.

Prepared by L. Kinder Cannon III
Florida Bar No. 100578
Holland & Knight LLP (904)353-2000
50 North Laura Street #3800
Jacksonville, FL 32202

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has five (5) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial directors are:

Richard L. Abedon
David Goren
Leonard Kleinman
Bill McBride
Andrew H. Weinstein

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
L. Kinder Cannon III	50 North Laura Street Suite 3900 Jacksonville, FL 32202

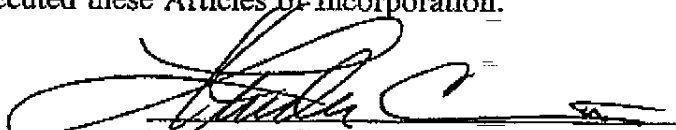
ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for

actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

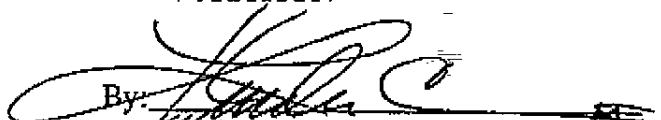

L. Kinder Cannon III, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT CORPORATION

Dated: May 28, 1999

By: 
L. Kinder Cannon III, Vice President

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