Vickers Madsen & Goldman, LLP
Law Offices

1705 Metropolitan Blvd., Suite 101
Tallahassee, Florida 32308-3765

Telephone (850) 523-0400
Facsimile (850) 523-0401
E-mail: vmg@vmglaw.com
Website: www.vmglaw.com

P00000112508

December 7, 2000

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

400003491304--2
-12/08/00--01011--005
*****87.50 *****87.50

RE: Centre Pointe, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for $87.50 for filing fee, certified copy and certificate of status.

Please mail documents directly to:

H. Michael Madsen
Vickers Madsen & Goldman, LLP
1705 Metropolitan Blvd., Suite 101
Tallahassee, Florida 32308-3765
Telephone: 850.523.0400

FILED
00 DEC -7 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please do not hesitate to give me a call.

Sincerely,

H. Michael Madsen

RECEIVED
00 DEC -7 PM 4:
DEC 0 8 2000

HMM/ph
Enclosures

ARTICLES OF INCORPORATION

OF

CENTRE POINTE, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

FILED
00 DEC -7 AM 9: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

Name

The name of the Corporation shall be Centre Pointe, Inc.

ARTICLE II.

Nature of Business

The purpose of the Corporation shall be to own, maintain, lease, and operate an office building located at 2123 Centre Pointe Boulevard, Tallahassee, Florida, and to perform all other acts as are ancillary and necessary to such ownership, maintenance, leasing, and operation. This Article may be amended only by the affirmative vote of Shareholders owning two-thirds of the shares issued, outstanding and entitled to vote, at a meeting of Shareholders properly called and noticed.

ARTICLE III.

Stock

The authorized capital stock of the Corporation shall consist of 500,000 shares of Common Stock with a par value of $0.25 (twenty-five cents) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE IV.

Right of Purchase

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE V.

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

H. Michael Madsen
1705 Metropolitan Boulevard, Suite 101
Tallahassee, Florida 32308

ARTICLE VI.

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

Address of Registered Office, Registered Agent and Principal Office

The address of the initial registered and principal office of the Corporation in the State of Florida shall be 2123 Centre Pointe Boulevard, Tallahassee, Florida 32308. The name of the initial registered agent of the Corporation at the above address shall be J. Kent Caruthers. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII.

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX.

Initial Board of Directors

The initial Board of Directors shall consist of 23 members. The names and street addresses of the members of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until their successors have been elected and qualified are as follows:

Ken Boutwell
3431 Cedar Lane
Tallahassee, Florida 32312

Jerry Ciesla
3601 Uncle Glover Road
Tallahassee, Florida 32312

Ed Humble
125 Moe-Lar lane
Tenino, Washington 98589

Dan Layzell
7757 Cricklewood Drive
Tallahassee, Florida 32312

Fred Seamon
1122 Seminole Drive
Tallahassee, Florida 32301

Dodds Cromwell
4436 52 Place SW
Seattle, Washington 98116

Fred Forrer
971 S. Beach Drive
Sacramento, California 95831

Michelle Juarez
1880 Chandonnay Place
Tallahassee, Florida 32311

Dave Brittain
3505 Louth Court
Tallahassee, Florida 32308

Denis Curry
2715 Walnut Loop, NW
Olympia, Washington 98502

Steve Humphrey
3036 Shannon Lakes, North
Tallahassee, Florida 32308

Alan Pollock
4705 Hickory Hollow
Austin, Texas 78731

Rebecca Ros
6120 Ox Bottom Manor Drive
Tallahassee, Florida 32312

Dennis Merback
207 Brandywine Circle
Atlanta, Georgia 30350-2001

Carolyn Long
3727 Thomasville Road
Tallahassee, Florida 32308

Jeff Ling
1506 Coombs Drive
Tallahassee, Florida 32308

Kent Caruthers
4044 Brandon Hill Drive
Tallahassee, Florida 32308

Greg Hartman
7010 Wheeler Branch Trail
Austin, Texas 78749

Deirdre Kyle
2769 Spring Forest Road
Tallahassee, Florida 32301

Linda Recio
2817 Armagh Court
Tallahassee, Florida 32308

Ray Thompson
682 Astarias Circle
Ft. Myers, Florida 33919

Mary Winkley
8300 Scrub Oak Way
Antelope, California 95843

Mary McKeown-Moak
8800 Gallant Fox Road
Austin, Texas 78737-2511

ARTICLE X.

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

ARTICLE XI.

Transactions in Which Directors

Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Shareholders of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Shareholders of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Shareholders of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XIII.

Financial Information

The Corporation shall, with such frequency as the Directors shall determine, prepare a balance sheet and a profit and loss statement, file copies thereof in its registered office, and furnish copies thereof to its shareholders.

ARTICLE XIV.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 7 day of December, 2000.

Michael Mad

H. MICHAEL MADSEN

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, H. Michael Madsen, to me personally known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 7 day of December, 2000.

NOTARY PUBLIC
My commission expires:

PATRICIA K. HARTSFIELD
MY COMMISSION # CC 920697
EXPIRES: July 21, 2004
Bonded Thru Notary Public Underwriters

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.0501, the following is submitted:

Centre Pointe, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 2123 Centre Pointe Boulevard, Tallahassee, Florida 32308, as its initial Registered Office and has named J. Kent Caruthers, located at said address, as its initial Registered Agent.

By: ______________________
H. MICHAEL MADSEN
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

____
J. KENT CARUTHERS

R:\MGT\centrepointeinc\ARTICLES.FM