

FISHER, TOUSEY, LEAS & BALL

ATTORNEYS AT LAW

INDEPENDENT DRIVE SUITE 2800

JACKSONVILLE FLORIDA 32202

TELEPHONE (904) 386-2800 FAX (904) 386-0211

JOHN S. BALL
TODD L. BRADLEY
ROBERT A. DAWKINS
MICHAEL W. FISHER
BEVERLY H. FURTICK
JOHN E. LAWLOR III
MICHAEL H. LEAS
MARY A. ROBINSON
CLAY B. TIMBEY JR.

PLEASE REFER TO
JACKSONVILLE OFFICE

SUITE 200 A
4 SAWHATCH VILLAGE
PONTE VEDRA BEACH FLORIDA 32082
(904) 285-2600

January 4, 1995

EFFECTIVE DATE
JAN 1 1995

REG 95000001715

REGISTRATION EXPRESS
Division of Corporations
Corporate Records Bureau
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of Warren Group, Inc.

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Warren Group, Inc.
2. The original and one copy of Registered Agent's Certificate.
3. This firm's check made payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please file the Articles of Incorporation on Thursday, January 5, 1995, and certify the enclosed copy of the Articles before returning it to us via regular mail. Thank you for your assistance.

Sincerely,

Deborah A. Ferguson
Legal Assistant

KANUT J. KUOOLA

df/37977
Enclosures

JAN 9 1995 RSB

ARTICLES OF INCORPORATION
OF
WARREN GROUP, INC.

FILED
27 JAN -5 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE

ARTICLE I: NAME

JAN 1 1995

The name of the corporation is WARREN GROUP, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 599 Atlantic Boulevard, Atlantic Beach, Florida 32233. The mailing address of the corporation is 599 Atlantic Boulevard, Atlantic Beach, Florida 32233.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Todd L. Bradley.

ARTICLE V: INCORPORATORS

The name and street address of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Warren	1619 Indian Springs Drive Jacksonville, Florida 32246
Patricia Warren	1619 Indian Springs Drive Jacksonville, Florida 32246

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

(d) Initial Board of Directors. The names and addresses of the directors until the first annual meeting of the shareholders, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Warren	1619 Indian Springs Drive Jacksonville, Florida 32246
Patricia Warren	1619 Indian Springs Drive Jacksonville, Florida 32246

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: AMENDMENT

These Articles may only be amended by unanimous vote of the shareholders.

ARTICLE IX: DISSOLUTION

This corporation may only be dissolved by unanimous vote of the shareholders.

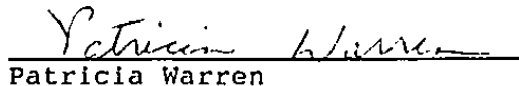
ARTICLE X: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on January 1, 1995, except that if the Articles are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 1st day of January, 1995.



Robert Warren


Patricia Warren

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

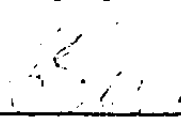
FILED
JUL 5 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That WARREN GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Todd L. Bradley, located at 1 Independent Drive, Suite 2600, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



TODD L. BRADLEY
(Resident Agent)