

CORPORATE

195000051583

CORPORATION INFORMATION SERVICES

(Requestor's Name)

1201 Hays Street

(Address)

(904)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400001528954
-07/03/95--01006--025
****122.50 ****122.50

CIS Acct. # _____

CIS Order # _____

AUTHORIZATION #072100000032

629706

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SUE Acquisition Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 JUL - 3 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUL - 3 1995

Examiner's Initials

895A - 32397

LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

ONE INDEPENDENT DRIVE - SUITE 3000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS
POST OFFICE BOX 59
JACKSONVILLE, FLORIDA 32201
TELEPHONE (904) 354-2050
TELECOPIER (904) 354-5542

JAMES L. ADE
LYNNE R. ATCHER
W. G. BIRCHFIELD
TIMOTHY A. BURNHAM
CHARLES L. CRANFORD
PHILIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM DECKER
MICHAEL B. IMMORREAD, JR.
STEPHEN D. HAIKER
BENEO HEAD

SHARON ROBERTS HENDERSON
BARBARA CHRISTIE JOHNSTON
MYRA LOUGHMAN
RALPH H. MARTIN
ROBERT O. MICKLER
JOHN D. MILTON, JR.
DANIEL W. NUNN, JR.
SCOTT G. SCHILDRER
GARY L. WILKINSON

L. PETER JOHNSON (1942-1988)

June 28, 1995

Writer's Direct Number:
(904) 354-2055 Ext. 3036

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of SUI Acquisition Corporation

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of SUI Acquisition Corporation, together with a check in the amount of \$122.50 to cover the cost of filing. Please file the Articles and return a certified copy in the envelope provided.

Yours truly,



Sharon Roberts Henderson

SRH/pag
Enclosures

**ARTICLES OF INCORPORATION
OF
SUI ACQUISITION CORPORATION**

FILED
95 JUL -3 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is SUI Acquisition Corporation.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this corporation is One Independent Drive, Suite 3000, Jacksonville, Florida 32202.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of Ten Cents (\$0.10) per share, which shares shall be and hereby are designated as "Common Shares." By action of a majority of the Shareholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by a majority of the Shareholders of this corporation. All powers provided for in Section 607.0621 Florida Statutes (1993) shall be reserved to the Shareholders, and may be exercised by action of a majority of the Shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is One Independent Drive, Suite 3000, Jacksonville, Florida 32202. The name of the initial registered agent of this corporation at that address is **Sharon Roberts Henderson**. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of this corporation is:

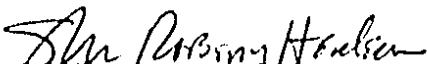
<u>NAME</u>	<u>ADDRESS</u>
Sharon Roberts Henderson	c/o Martin, Ade, Birchfield & Mickler, P.A. 3000 Independent Square Jacksonville, Florida 32202

ARTICLE VI

AMENDMENTS

These Articles of Incorporation may be amended only by action of a majority of the Shareholders, without action by the Board of Directors. A majority of the Shareholders shall adopt and may repeal or amend Bylaws for the corporation, pursuant to these Articles. The Board of Directors may not amend, repeal or restate the Articles of Incorporation, or repeal, amend, restate or adopt By-Laws for the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 29th day of June, 1995.

 (SEAL)
Sharon Roberts Henderson
Incorporator

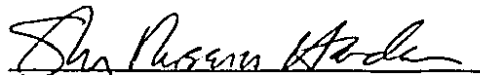
FILED
95 JUL -3 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF

SUI ACQUISITION CORPORATION

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon SUI Acquisition Corporation, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 3000, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida, on this 29th day of June, 1995.


Sharon Roberts Henderson
Registered Agent

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
222-0711 FAX

800-342-8086

P95000051583



ACCOUNT NO. : 072100000032

REFERENCE : 655856 4558A

AUTHORIZATION : *Patricia Pzyts*

COST LIMIT : \$ 87.50
Patricia Pzyts

ORDER DATE : August 8, 1995

ORDER TIME : 12:38 PM

ORDER NO. : 655856

CUSTOMER NO: 4558A

CUSTOMER: Ms. Sharon R. Henderson
Martin Ade Birchfield &
3000 Independent Square
Post Office Box 59
Jacksonville, FL 32201

400001555324

DOMESTIC AMENDMENT FILING

NAME: SUI ACQUISITION CORPORATION

FILED
95 AUG -8 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

*HL
2nd*

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: *678*

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: *[Signature]*
*Amend.
K.M.C*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUI ACQUISITION CORPORATION

FILED
95 AUG -8 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the corporation is SUI Acquisition Corporation.

2. The registered office of this corporation in the State of Florida is One Independent Drive, Suite 3000, Jacksonville, Florida 32202. The registered agent of this corporation at that address is Sharon R. Henderson.

3. Article I of the Articles of Incorporation of SUI Acquisition Corporation, a Florida corporation, is hereby amended in its entirety to read as follows:

The name of this corporation is:

SECRETARIES UNLIMITED, INC.

4. Article II of the Articles of Incorporation of SUI Acquisition Corporation is hereby amended in its entirety to read as follows:

The principal office and mailing address of this corporation is 9428 Baymeadows Road, Suite 120, Jacksonville, Florida 32256.

5. Article IV of the Articles of Incorporation of SUI Acquisition Corporation is hereby amended in its entirety to read as follows:

The registered office of this corporation in the State of Florida is 9428 Baymeadows Road, Suite 120, Jacksonville, Florida 32256. The name of the registered agent of this corporation at that address is Elaine S. Harris. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

6. The foregoing amendments were recommended by the Board of Directors of the corporation and were adopted unanimously by all shareholders entitled to vote and all of the members of the Board of Directors of the corporation on July 7, 1995, by written statement and consent, pursuant to Section 607.1003, Florida Statutes (1993). The holders of the common shares of the corporation, the only class of shares of the corporation, constitute the only voting group entitled to vote on the amendment.

7. The foregoing amendment shall become effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer of the aforesaid corporation has executed these Articles of Amendment this 7th day of July, 1995.


SUI ACQUISITION CORPORATION

By: Elaine S. Harris
Elaine S. Harris
Its President

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
SUI ACQUISITION CORPORATION

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the Registered Agent for the service of process within the State of Florida upon SUI Acquisition Corporation, a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 9428 Baymeadows Road, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 7th day of JULY, 1995.



Elaine S. Harris
Registered Agent