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JUL 26 1995

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

400001541064
07/24/95--01051--017
*****70.00 *****70.00

Ewing Asset Management, Inc.

- Profit Arts. of Inc.
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
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- Annual Report
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7-24
3pm
all release letter
WAS-14861

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07/21/95

15:43

813 221 8004

813 221 6004

ALLEN EWING & CO

003/003

Law Offices

HOLLAND & KNIGHT

A Partnership Including Professional Corporations

400 North Ashley Drive, Suite 2300
P.O. Box 1288 (ZIP 33601-1288)
Tampa, Florida 33602-4300
813-227-8500
FAX 813-229-0134

Atlanta
Fort Lauderdale
Jacksonville
Lakeland
Miami
Orlando
St. Petersburg
Tallahassee
Washington, D.C.
West Palm Beach

July 20, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Ewing Asset Management, Inc.

Ladies and Gentlemen:

The undersigned hereby transfers use of the above-referenced name to CT Corporation System, Tallahassee, Florida, for their use in forming a corporation on behalf of Alston & Bird.

Holland & Knight

By:


Chester E. Bacheller, Esq.



FLORIDA DEPARTMENT OF STATE

July 24, 1995

Sandra B. Mortham
Secretary of State

95 JUL 26 10 33 32
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: EWING ASSET MANAGEMENT, INC.
Ref. Number: W95000014861

We have received your document for EWING ASSET MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 595A00035174

*Please return to Doris Brown
Doris - please back date to
7-24, if possible.
Thanks, Tamar / CT
Walk in / pick up 3pm*

**ARTICLES OF INCORPORATION
of
EWING ASSET MANAGEMENT, INC.**

FILED
95 JUL 24 PM 3:52
TAMPA, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is "Ewing Asset Management, Inc." (the "Corporation").

**ARTICLE II
PROFIT CORPORATION**

The Corporation is organized for profit.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the corporation's registered office in the State of Florida is 100 N. Tampa Street, Ste. 2100, Tampa, FL 33602, County of Hillsborough. Its registered agent at such address is Jeffrey A. D'Adamo.

**ARTICLE IV
OBJECTS AND PURPOSES**

The Corporation shall provide various investment advisory services to its clients. Such services shall include the investment, reinvestment and liquidation of its client assets, including the power and authority to buy, sell or otherwise effect transactions with full discretion in stocks, bonds, mutual funds, options, hedges and any other securities with respect to the managed assets. The Corporation may transact any other business, engage in any other lawful act or activity, and exercise all powers permitted to corporations by the Florida Business Corporation Act (the "FBCA").

**ARTICLE V
PRINCIPAL OFFICE**

The address of the corporation's principal office is 100 N. Tampa Street, Ste. 2100, City of Tampa, County of Hillsborough, and the mailing address of the Corporation is 100 N. Tampa Street, St. 2100, Tampa, FL 33602.

**ARTICLE VI
CAPITAL STOCK**

6.1 **Total Number of Shares.** The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is one hundred fifty thousand (150,000), consisting of the following classes:

- (a) 100,000 Shares of common stock, \$.01 par value per share with unlimited voting rights ("Common Stock"); and
- (b) 50,000 Shares of preferred stock, \$.01 par value per share ("Preferred Stock").

6.2 **Preferred Stock.** Shares of Preferred Stock may be issued for any purpose and in any manner permitted by law, in one or more distinctly designated series, as a dividend or for such consideration as the Board of Directors may determine by resolution or resolutions from time to time adopted.

The Board of Directors is expressly authorized to fix and state, by resolution or resolutions from time to time adopted prior to the issuance of any Shares of a particular series of Preferred Stock, the designations, voting powers (if any), preferences, and relative, participating, optional or other special rights, and qualifications, limitations, or restrictions thereof, including, but without limiting the generality of the foregoing, the following:

(1) The distinctive designation and number of Shares of Preferred Stock which shall constitute a series, which number may from time to time be increased (but not above the total number of Shares of Preferred Stock authorized by this Charter and with respect to which the powers, designations, preferences and rights have not been set forth in any series) or decreased (but not below the number of Shares of such series then outstanding), by like action of the Board of Directors and by a certificate likewise executed, acknowledged, filed and recorded as specified by the FBCA.

(2) The rate or rates and times at which dividends, if any, shall be paid on each series of Preferred Stock, whether such dividends shall be cumulative or non-cumulative, the extent of any preference, subordination, or other relationship to dividends declared or paid, or any other amounts paid or distributed upon, or in respect of, any other class or series of Preferred Stock or other Shares of any class or series;

(3) Redemption provisions, if any, including whether or not Shares of any series may be redeemed by the Corporation or by the holders of such series of Preferred Stock, or by either, and if redeemable, the redemption price or prices, redemption rate or rates, and such adjustments to such redemption price(s) or rate(s) as may be determined, the manner and time or times at which, and the terms and conditions upon which, Shares of such series may be redeemed;

(4) Conversion, exchange, purchase, or other privileges, if any, to acquire Shares of any class or series, whether at the option of the Corporation or of the holder, and if subject to conversion, exchange, purchase, or similar privileges, the conversion, exchange, or purchase prices, rates and such adjustments thereto as may be determined, the manner and time or times at which

such privileges may be exercised, and the terms and conditions of such conversion, exchange, purchase, or other privileges.

(5) The rights, including the amount or amounts, if any, of preferential or other payments to which holders of any series are entitled upon the dissolution, winding-up, voluntary or involuntary liquidation, distribution, or sale, or lease of all or substantially all assets of the Corporation; and

(6) The terms of the sinking fund, retirement, redemption, or purchase account, if any, to be provided for such series and the priority, if any, to which any funds or payments allocated therefor shall have over the payment of dividends, or over sinking fund, retirement, redemption, purchase account, or other payments on, or distributions in respect of, other series of Preferred Stock or other classes of Shares.

All Shares of the same series of Preferred Stock shall be identical in all respects, except there may be different dates from which dividends, if any, thereon may cumulate, if made cumulative.

Issued Shares of any series of Preferred Stock which are acquired by the Corporation may, as provided by Board of Directors' resolution or resolutions and applicable law, be returned to authorized but unissued Preferred Stock, either of the same or of a different series, or undesignated as to series, and thereafter reissued. In the event the number of Shares of any series of Preferred Stock is decreased, the Board of Directors may by resolution or resolutions cause the Shares representing such decrease to be designated or undesignated as to series.

6.3 **Dividends.** Dividends upon all classes and series of Shares shall be payable only when, as, and if declared by the Board of Directors from all funds lawfully available therefor, which funds shall include, without limitation, the Corporation's capital surplus. Dividends upon any class or series of Shares may be paid in cash, property, or Shares of any class or series of, or other securities or evidences of, indebtedness of the Corporation or any other issuer, as may be determined by resolution or resolutions of the Board of Directors.

6.4 **Options, etc.** The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Corporation Shares of any kind, class, or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices, and any adjustments thereto, whereby Corporation Shares may be purchased upon the exercise of any such warrant, right, or option. The Board of Directors' judgment shall be conclusive as to the adequacy of the consideration received for any such rights or options.

ARTICLE VII INCORPORATORS

The name and address of the incorporator of the Corporation is as follows:

Daniel M. LeBey, Alston & Bird, One Atlantic Center, 1201 West Peachtree Street, Atlanta, Georgia 30309-3424

ARTICLE VIII

DIRECTORS

8.01 The Board of Directors of the Corporation shall consist of not less than two nor more than 25 members.

8.02. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability

- (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders;
- (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) under Section 607.0831 of the Florida Statutes Annotated; or
- (4) for any transaction from which the director derived an improper personal benefit.

8.03. If the Florida Statutes Annotated are amended after approval by the stockholders of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Statutes Annotated, as so amended.

8.04. Any repeal or modification of paragraph 8.02(1) of this Article VIII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(1)(a) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer or employee or in any other capacity while serving as a director, officer or employee, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Statutes Annotated, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including penalties, fines, judgments, attorneys' fees, amounts paid or to be paid in settlement and excise taxes imposed on fiduciaries with respect to (a) employee benefit plans, (b) charitable organizations or (c) similar matters) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of his or her heirs, executors and administrators; *provided, however*, that the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person (other than pursuant to subparagraph 8.04(1)(b) of this Article VIII) only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this subparagraph 8.04(1)(a) of Article VIII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; *provided, however*, that, if the Florida Statutes Annotated require, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf

of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this subparagraph 8.04(1)(a) of Article VIII or otherwise

(2) If a claim which the Corporation is obligated to pay under subparagraph 8.04(1)(a) of this Article VIII is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Statutes Annotated for the Corporation to indemnify the claimant for the amount claims, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Statutes Annotated, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(3) The provisions of this paragraph 8.04 of Article VIII shall cover claims, actions, suits and proceedings, civil or criminal, whether now pending or hereafter commenced, and shall be retroactive to cover acts or omissions or alleged acts or omissions which heretofore have taken place. If any part of this paragraph 8.04 of Article VIII should be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining provisions shall not be affected.

(4) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this paragraph 8.04 of Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, By-Law, agreement, vote of stockholders or disinterested directors or otherwise

(5) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Statutes Annotated.

(6) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the corporation the expenses incurred in defending any proceeding in advance of its final disposition, to any agent of the Corporation to the fullest extent of the provisions of this paragraph 8.04 of Article VIII with respect to the indemnification and advancement of expenses of directors, officers and employees of the Corporation.

8.05. A member of the Board of Directors, or a member of any committee designated by the Board of Directors, shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees or committees of the Board of Directors, or by any person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE IX
SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by law, the following provisions for regulation of the Corporation, its directors and shareholders are hereby established:

9.01 The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own Common Stock to the full extent of undivided profits, earned surplus, capital surplus or other surplus or any other funds lawfully available therefor.

9.02. No contract or other transaction between the Corporation and one or more of its directors or officers or between the Corporation or any other person, corporation, firm, association or entity in which one or more of its directors or officers are directors or officers or are financially interested, shall be void or voidable because of such relationship or interest, or because such director or officer is present at or participates in a 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 such contract or transaction is permitted by the Florida Statutes Annotated as now or hereafter in effect.

9.03. The Corporation may from time to time enter into any agreement to which all, or less than all, holders of record of the Corporation's issued and outstanding Common Stock are parties, restricting the transfer or registration of transfer of any or all of the Corporation's Common Stock, upon such reasonable terms and conditions as may be approved by resolution or resolutions adopted by the Corporation's Board of Directors.

9.04. The holders of Common Stock of the Corporation shall not be personally or otherwise liable to any extent whatsoever for the payment of the Corporation's debts, liabilities and obligations, and the private property of the holders of Corporation Common Stock shall not be subject to the payment of the Corporation's debts, liabilities and obligations to any extent whatsoever.

9.05.

(1) The Corporation's assets will not be commingled with those of any other person or entity; and

(2) The Corporation will maintain separate corporate records and books of account from those of any other person or entity.

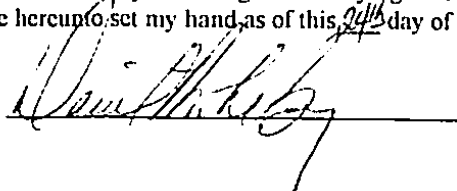
9.06. The Corporation's Board of Directors is authorized and empowered to amend, alter, change or repeal the Corporation's By-Laws and adopt new By-Laws.

ARTICLE X

DURATION

The Corporation shall have perpetual duration and existence.

THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida Statutes Annotated, do make these Articles, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand, as of this 24th day of July, 1995.



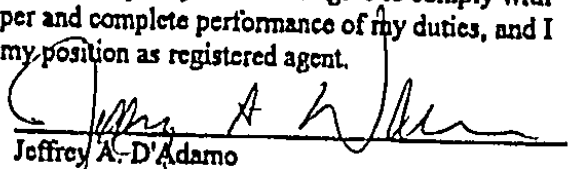
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P.2

EWING ASSET MANAGEMENT, INC.

Having been named as registered agent and to receive service of process for the above stated corporation at the place designated in these provisions, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 21, 1995


Jeffrey A. D'Adamo

FILED
95 JUL 24 PM 3:52
TALLAHASSEE, FLORIDA

EWING ASSET MANAGEMENT, INC.

100 NORTH TAMPA STREET
SUITE 2100
TAMPA, FLORIDA 33602

(813) 221-2233

July 23, 1999

PA5000057856

Florida Department of State
Sandra B. Mortham
Secretary of State
Department of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

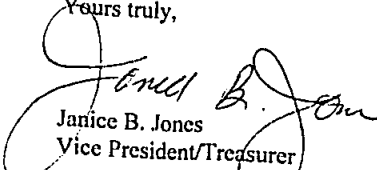
Dear Ms. Mortham:

Please be Advised of the following address change for Ewing Asset Management,
Inc.

Ewing Asset Management, Inc.
100 North Tampa Street
Suite 2175
Tampa, FL 33602-5809

Thank you for your attention in this matter.

Yours truly,


Janice B. Jones
Vice President/Treasurer

Kelley
7/29