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July 29, 1993

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

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Re: CLAYVIS CORPORATION

Dear Sir/Madam:

I am enclosing for filing the Articles of Incorporation, Certificate of Acceptance of Designation of Registered Agent of CLAYVIS CORPORATION relative to the above-referenced matter. Also enclosed is our check representing the filing fee.

We would appreciate your filing these documents and returning the certified/receipt stamped copies by regular mail to us at your earliest convenience.

Please contact our office should you have any questions or concerns. Thank you for your assistance and prompt response.

Very truly yours,

Jeane Dempsey
Paralegal

/jd
Enclosures

95 AUG 17 PM 3:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXECUTIVE DATE
Aug 15, 1995

**ARTICLES OF INCORPORATION
OF
CLAYVIS CORPORATION**

FILED
95 AUG 17 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Clayvis Corporation.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of conducting financial service-related activities and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of common stock having no par value, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, 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 the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 1201 Peach Tree Street N. E., 400 Colony Square, Suite 200, Atlanta, Georgia 30361. The Board of directors may from time to time, change the principal office and mailing address to any other address.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 12222 Breckenridge Court, Jacksonville, Florida 32223, and the name of the initial registered agent of this corporation at that address is Linda W. Visman. 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 VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to

time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

NAME	ADDRESS
Linda W. Visman	12222 Breckenridge Court Jacksonville, FL 32223

ARTICLE VIII

INCORPORATOR

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

NAME	ADDRESS
Linda W. Visman	12222 Breckenridge Court Jacksonville, FL 32223

ARTICLE IX

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to

these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 15TH day of August, 1995.

Linda W. Visman (SEAL)
Linda W. Visman, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15 day of August, 1995, by Linda W. Visman, who is personally known to me or who has produced Florida driver license as identification.



Notary Public, State of Florida
JEANE DEMPSEY
My Comm. Exp. Mar. 31, 1996
Comm. No. CC 190294

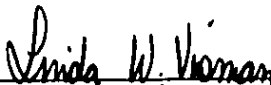
(SEAL)

Jeane Dempsey
Print Name: Jeane Dempsey
Notary Public, State of Florida
My Commission expires: 3.31.96
Commission Number: CC-190294

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
CLAYVIS CORPORATION**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon _____, 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 12222 Breckenridge Court, Jacksonville, Florida 32223.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 15TH day of August, 1995.



Linda W. Visman
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA