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FLORIDA DIVISION OF CORPORATIONS

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(904) 353-1673

FAX #:

NAME: FWBA&S PROPERTIES, INC.

AUDIT NUMBER.....H98000004461

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
FWBA&S Properties, Inc.

ARTICLE I - NAME

The name of this Corporation is FWBA&S Properties. Inc.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Karl B. Hanson, Jr.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is Karl B. Hanson, Jr., 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

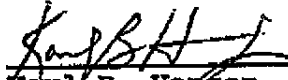
Prepared By:
Karl B. Hanson, Jr., Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 354-8000
Bar No. 142292

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 1998.



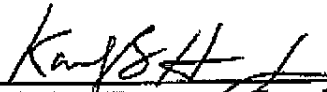
Karl E. Hanson, Jr.
Incorporator

Prepared By:
Karl E. Hanson, Jr., Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 354-8000
Bar No. 142292

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That FWBA&S Properties, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Karl B. Hanson, Jr., located at 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.


Karl B. Hanson, Jr. Incorporator

3/6/98
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Karl B. Hanson, Jr. hereby agrees to act in this capacity, and Karl B. Hanson, Jr. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Karl B. Hanson, Jr.

3/6/98
Date

JK112835.1

Prepared By:
Karl B. Hanson, Jr., Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
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