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ACCOUNT NO. : 072100000032
REFERENCE : 963319 4720528
AUTHORIZATION : *Patricia Pijoto*
COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 12:58

ORDER DATE : September 16, 1998
ORDER TIME : 10:10 AM
ORDER NO. : 963319-005
CUSTOMER NO: 4720528

900002640658--6

CUSTOMER: Ms. Marlis J. Spear
HOLLAND & KNIGHT

Suite 2600
200 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: FES MERGER CORP., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

Sara Lea

RECEIVED
98 SEP 15 AM 10:41
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

FES MERGER CORP., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 16 PM 12:58

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be FES Merger Corp., Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 20 North Orange Avenue, Suite 200, Orlando, Florida 32801, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1201 Hays Street, Tallahassee, Florida 32301. The initial registered agent of the Corporation at the registered office shall be Corporation Service Company.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of three (3) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
David H. Hughes	20 North Orange Avenue Suite 200 Orlando, Florida 32801
A. Stewart Hall, Jr.	20 North Orange Avenue Suite 200 Orlando, Florida 32801
J. Stephen Zepf	20 North Orange Avenue Suite 200 Orlando, Florida 32801

ARTICLE VIII

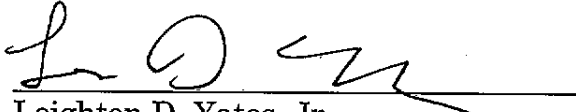
Incorporator

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DIVISION OF CORPORATIONS
98 SEP 16 PM 12:58

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Leighton D. Yates, Jr.	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

Executed this 15th day of September, 1998.

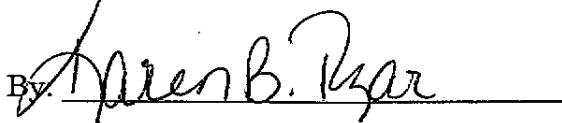


Leighton D. Yates, Jr.,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

CORPORATION SERVICE COMPANY

By: 

Dated: September 16, 1998