

P99000010079

John L. Marshall III
1 Independent Drive
25th Floor
Jacksonville, FL 32202

January 28, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-01/29/99--01071--019
*****78.75 *****78.75

Re: Formation of Poseidon Holdings, Inc.

Dear Sir or Madam:

Please find enclosed one original and one copy of the articles of incorporation of Poseidon Holdings, Inc. and a check in the amount of \$78.75 as payment of the following fees:

1. \$35.00 Filing Fee;
2. \$35.00 Designation of Registered Agent; and
3. \$8.75 Fee for Certified Copy of the Articles of Incorporation.

Kindly stamp the enclosed copy of this letter and return it to the undersigned in the enclosed, self-addressed envelope to acknowledge receipt of this filing.

Please direct any questions or correspondence to the undersigned at the address shown above or at (904) 360-2524.

Thank you for your cooperation.

Sincerely,


John L. Marshall III

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99 JAN 29 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-2/2/99

ARTICLES OF INCORPORATION
OF
POSEIDON HOLDINGS, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

Article 1. The name of the corporation shall be POSEIDON HOLDINGS, INC.

Article 2. The mailing and street address of the initial principal office of the corporation is:

4813 River Basin Drive South
Jacksonville, FL 32207

Article 3. The corporation is authorized to issue 4 shares of common stock, \$.01 par value per share.

Article 4. Each shareholder shall have the preemptive right to acquire additional shares of common stock issued by the corporation.

Article 5. The street address of the initial registered office of the corporation is:

1 Independent Drive
25th Floor
Jacksonville, FL 32207

The name of the initial registered agent is: John L. Marshall III

The written acceptance of the said initial registered agent, as required by the provisions of the Florida Business Corporation Act is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

Article 6. The name and address of the sole incorporator of the corporation is:

John L. Marshall III
4813 River Basin Drive South
Jacksonville, FL 32207

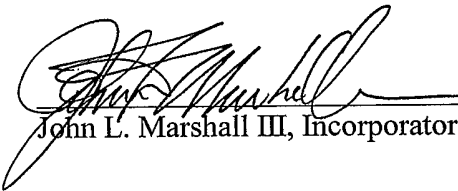
Article 8. Matters related to transfer of shares of the corporation's common stock and the management of the corporation's affairs shall be set forth in the corporation's Bylaws.

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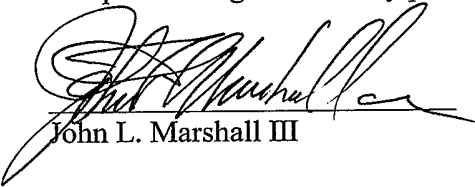
Article 9. The Bylaws of the corporation may be amended only upon the unanimous vote of all shareholders of the corporation.

Article 10. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on January 28, 1999.


John L. Marshall III, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.


John L. Marshall III

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