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November 12, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: The Schumacher Group of Florida, Inc.

Dear Sir:

Enclosed, please find an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for 122.50. Please file the originals and return the certified copy of same to me at the above address.

Thanks for your assistance with this matter.

With kind regards, I remain

Very truly yours,

GACHASSIN & HUNTER
(A Law Corporation)

Nicholas Gachassin, III

Nicholas GAVE
AUTHORIZATION BY PHONE TO
CORRECT Articles
DATE 12-4-96
DOC. EXAM BC

NGIII/pj
Enclosures

FILED
96 NOV -4 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

948-7738

ARTICLES OF INCORPORATION
OF
THE SCHUMACHER GROUP OF FLORIDA, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is THE SCHUMACHER GROUP OF FLORIDA, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Tampa Hidden River
8875 Hidden River Parkway
Suite 300, Lakeview Building
Tampa, Florida 33637

ARTICLE III
AUTHORIZED CAPITAL

The corporation has authority to issue one-thousand (1,000) shares of stock, which are designated common stock having no par value per share.

ARTICLE IV
INITIAL REGISTERED AGENT & STREET ADDRESS

The name of the initial registered agent of the corporation is
Jerry L. McDaniel, III, Esq. The address of the
registered office of the corporation in the State of Florida is located at Suite 1700 East
Kennedy Boulevard, Tampa, Florida 33601.

ARTICLE V INCORPORATOR

The name and mailing address of the incorporator is Nicholas Gachassin, III, whose mailing address is 1026 St. John Street, Lafayette, Louisiana 70502.

ARTICLE VI PURPOSES

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

ARTICLE VII AMENDMENTS TO BY-LAWS

In furtherance and not in limitation of the power conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, amend and repeal the by-laws.

ARTICLE VIII MANAGEMENT

The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, and the directors need not be elected by written ballot unless required by the by-laws of the corporation.

ARTICLE IX AMENDMENTS TO ARTICLES

The corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter provided by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by the laws of the State of Florida, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derives any improper personal benefit. If the Business Corporation Act of Florida is amended after the filing of the Articles of Incorporation of which this article is a part 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 Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph 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.

ARTICLE XI INDEMNIFICATION

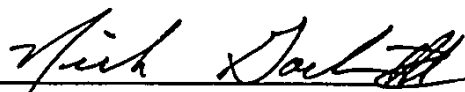
To the fullest extent permitted by the laws of the State of Florida, the Corporation shall provide indemnification of (and advancement of expenses to) its directors, officers, employees or agents through by-law provisions, agreements with such persons, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. The Board may, in its discretion, provide indemnification to such other persons as it shall deem appropriate.

ARTICLE XII EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation shall be 1-1-97

The undersigned incorporator has executed these Articles of Incorporation this 11th day of November, 1996.


Nicholas Gachassin, III, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

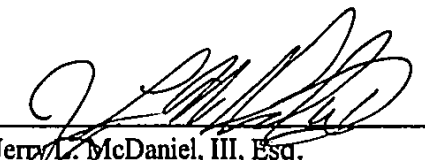
1. The name of the corporation is The Schumacher Group of Florida, Inc.
2. The name and address of the registered agent and office is:

Jerry L. McDaniel, III, Esq.
Suite 1700 East Kennedy Boulevard,

Tampa, Florida 33601.

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.

Date 11/21/96



Jerry L. McDaniel, III, Esq.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA