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BMM&W

BRANT, MOORE, MACDONALD & WELLS, PA.

ATTORNEYS AND COUNSELLORS

50 North Laura Street • Suite 3100
Jacksonville, Florida 32202

Stephen G. Prom
sgprom@bmmw-law.com

CONFIDENTIAL

November 30, 2000

Via Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100003482911--8
-12/01/00--01047--005
*****78.75 *****78.75


Re: Articles of Incorporation - American Banner, Inc.

Dear Sir/Madam:

Enclosed for filing and certification by the Florida Department of State are the Articles of Incorporation of American Banner, Inc. ("Articles"), together with this firm's check in the amount of \$78.75, representing the aggregate filing and certification fees. Upon filing, please certify the enclosed copy of the Articles and return the certified copy to me in the federal express envelope with completed return air bill enclosed for your convenience.

Thank you for your immediate attention to this matter.

Sincerely,


Hilde V. Howell, CLA
Certified Legal Assistant

/hh
Enclosures
157002.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -1 PM 3:26

12/6/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -1 PM 3: 26

**ARTICLES OF INCORPORATION
OF
AMERICAN BANNER, INC.**

ARTICLE I

NAME

The name of this Corporation is: **AMERICAN BANNER, INC.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The physical location and mailing address of the Corporation is 8777 Herlong Road, Jacksonville, Florida 32210.

ARTICLE III

DURATION

The existence of this Corporation shall commence on the date of filing with the Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

ARTICLE IV

NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of capital stock having a par value of one dollar (\$1.00) each.

ARTICLE VI

DIRECTORS

The number of directors that the Corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the Corporation. Initially, the Corporation shall have one (1) director.

ARTICLE VII

INITIAL DIRECTOR

The name and street address of the initial member of the first Board of Directors, who shall hold office for the first year of existence of the Corporation or until his successor is elected or appointed and has qualified is:

Name

Address

Todd L. Houdek

11826 Mina Road
Jacksonville, Florida 32223

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Name

Address

Todd L. Houdek

11826 Mina Road
Jacksonville, Florida 32223

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

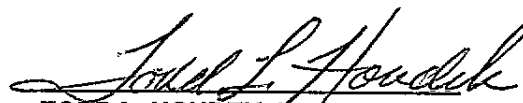
The street address of the initial registered office of this Corporation is 8777 Herlong Road, Jacksonville, Florida 32210, and the name of the initial registered agent of this Corporation at that address is Todd L. Houdek.

ARTICLE X

AMENDMENT


This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

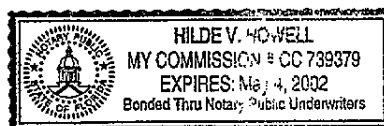
THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this __ day of November, 2000.


TODD L. HOUDEK, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of November, 2000, by **TODD L. HOUDEK**, who is personally known to me [x] or has [] has produced Fla. Driver's License as identification.


Print Name: _____
Notary Public
State of Florida At Large
Commission No.: _____
My Commission Expires: _____



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

00 DEC -1 PM 3: 26

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That AMERICAN BANNER, INC., a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being 8777 Herlong Road, Jacksonville, Florida 32210, County of Duval, State of Florida, has named TODD L. HOUDEK as its registered agent to accept service of process within this state.

Date: November 30, 2000.


TODD L. HOUDEK, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said registered office.

Date: November 30, 2000.


TODD L. HOUDEK