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From:

Account Name : GARY M. BERKSON, P.A.
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DOMESTICATION

MCCRORY HOLDING COMPANY

Certificate of Status	0
Certified Copy	0
Page Count	856
Estimated Charge	\$120.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

The undersigned, George McGill, III, Vice President,
(Name) (Title)

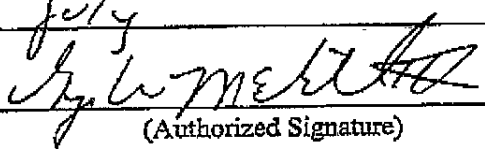
of McCrory Holding Company a foreign Corporation,
(Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was May 3, 1934.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was McCrory Holding Company.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is McCrory Holding Company.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Delaware.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Vice President, of McCrory Holding Company

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 24 day of July, 2002.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

INHS53 (3/00)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

McCRORY HOLDING COMPANY

ARTICLE I

Name. The name of the Corporation is McCrory Holding Company (the "Corporation").

ARTICLE II

Principal Office and Mailing Address. The street address of the principal office and the mailing address of the Corporation is 605 E. Robinson Street, Suite 620, Orlando, Florida 32801.

ARTICLE III

Business and Activities. The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of \$100.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. The Corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 605 E. Robinson Street, Suite 620, Orlando, Florida 32801 and the name of the initial registered agent of the Corporation at that address is LOUIS H. LAUTERIA.

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ARTICLE VII

Number of Directors. The Board of Directors of the Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of the Corporation's initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
RAYMER F. MAGUIRE, JR.	605 E. Robinson Street, Suite 620 Orlando, Florida 32801
GEORGE W. MCGILL, JR.	605 E. Robinson Street, Suite 620 Orlando, Florida 32801
REBECCA M. HENDERSON	3554 White Oak Court Lake Wales, Florida 33853
GEORGE W. MCGILL, III	3104 Mill Trace Lane Sandy Hook, Virginia 23153
HORACE L. JACOBS, III	215 E. Maxwell Street Lakeland, FL 33803
PAMELA S. MCGILL	39030 Harbor Way Eustis, FL 32736

ARTICLE IX

Incorporator. The name and street address of each incorporator to these Articles of Incorporation are as follows:

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Name

GEORGE W. MCGILL, III

Address3104 Mill Trace Lane
Sandy Hook, Virginia 23153ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE XI

Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 24 day of July, 2002



GEORGE W. MCGILL, III

STATE OF FloridaCOUNTY OF Orange

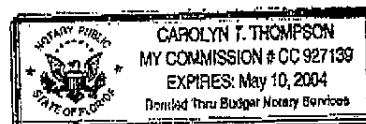
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GEORGE W. MCGILL, III, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of July, 2002.



NOTARY PUBLIC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

McCRORY HOLDING COMPANY


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. McCRORY HOLDING COMPANY desiring to organize under and in accordance with laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 605 E. Robinson Street, Suite 620, Orlando, Florida 32801, has named LOUIS H. LAUTERIA whose business office is located at 605 E. Robinson Street, Suite 620, Orlando, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for McCRORY HOLDING COMPANY, I hereby accept the designation and agree to act as the Registered Agent of said corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.

Dated: ^{July}~~June~~ 24, 2002


LOUIS H. LAUTERIA

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