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August 6, 2002

NOEL BOEKE
813-227-6525
nboeke@hklaw.com

VIA FEDEX

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

Re: Corporate Articles Filing

Dear Sir/Madam::

Enclosed for filing, please find the original Articles of Incorporation of John F. Clements, Inc. and one copy. Also you shall find enclosed check #1068 in the amount of \$78.75 for this service. Please return the copy of the Articles to me in the provided envelope.

Sincerely,

Holland & Knight LLP


Noel Boeke

NB/djh

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

108-08-02

ARTICLES OF INCORPORATION
OF
JOHN F. CLEMENTS, INC.

The undersigned, acting as incorporator of John F. Clements, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

John F. Clements, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

3005 W. Helen Avenue
Tampa, Florida 33611

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 3005 West Helen Avenue, Tampa, Florida 33611, and the registered agent at that address shall be John F. Clements.

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TALLAHASSEE, FLORIDA

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
John F. Clements	3005 W. Helen Avenue Tampa, Florida 33611

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Noel R. Boeke	400 North Ashley Drive Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 04 day of August, 2002.



Noel R. Boeke


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

That John F. Clements, Inc., desiring to organize under the laws of the
State of Florida, as indicated in its articles of incorporation, with its initial
registered office at 3005 W. Helen Avenue, City of Tampa, County of Hillsborough,
State of Florida, has named John F. Clements, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation
named above, at the place designated in this certificate, I agree to act in that
capacity, to comply with the provisions of the Florida Business Corporation Act, and
am familiar with, and accept, the obligations of that position.


John F. Clements

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TALLAHASSEE, FLORIDA