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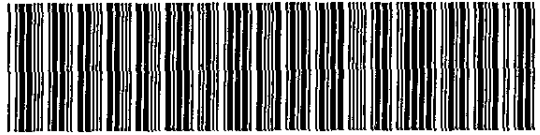
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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10/13/04--01018--002 \*\*78.75

**EFFECTIVE DATE**  
10-11-04

FILED  
04 OCT 13 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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GARTNER, BROCK AND SIMON  
ATTORNEYS AND COUNSELLORS  
DUPONT CENTER  
SUITE 203

1660 PRUDENTIAL DRIVE, 32207  
P.O. BOX 10697, 32247-0697  
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FLORIDA BAR CERTIFIED  
\*REAL ESTATE LAWYER  
†CIVIL TRIAL LAWYER

October 11, 2004

Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: **FLAGSHIP PORTFOLIO MANAGEMENT, INC.**

Gentlemen:

EFFECTIVE DATE  
10-11-04

Enclosed, in duplicate, are Articles of Incorporation for the referenced corporation, together with our check payable to Department of State in the amount of \$78.75.

Please file these Articles of Incorporation and return a certified copy to us. The effective date of the incorporation is October 5, 2004.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact us. Your assistance in this matter is appreciated.

Very truly yours,

GARTNER, BROCK AND SIMON

  
Frederick R. Brock

FRB/ph  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**FLAGSHIP PORTFOLIO MANAGEMENT, INC.**

FILED  
04 OCT 13 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is FLAGSHIP PORTFOLIO MANAGEMENT, INC.

ARTICLE II

Duration

**EFFECTIVE DATE**  
10-11-04

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1660 Prudential Drive, Suite 203, Jacksonville, Florida, 32207, and the name of the initial registered agent of the corporation at that address is Frederick R. Brock. The principal office and registered office are the same.

ARTICLE VI

Directors

This corporation shall initially have three directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jerry R. Cravey	4000-B St. Johns Avenue, Suite 22 Jacksonville, FL 32205
Ann Lentz	4000-B St. Johns Avenue, Suite 22 Jacksonville, FL 32205
Alonzo Dec Walton	4000-B St. Johns Avenue, Suite 22 Jacksonville, FL 32205

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is Frederick R. Brock, 1660 Prudential Drive, Suite 203, Jacksonville, Florida, 32207.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

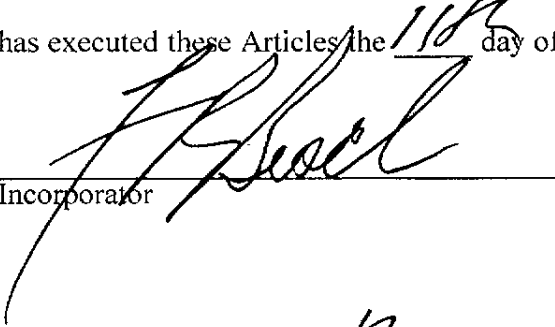
The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

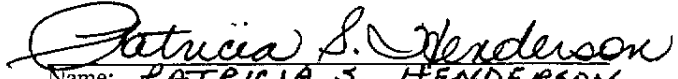
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 11<sup>th</sup> day of October, 2004.

  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of October, 2004, by Frederick R. Brock, who is personally known to me and who did not take an oath.

  
Name: PATRICIA S. HENDERSON  
Notary Public, State of Florida at Large

My Commission Expires:

My Commission no. is:



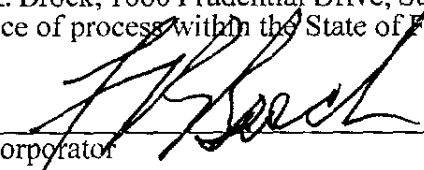
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA AND NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED  
04 OCT 13 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

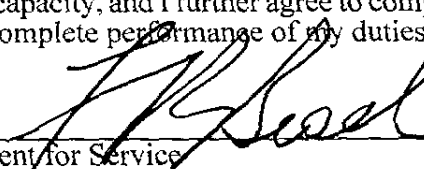
FLAGSHIP PORTFOLIO MANAGEMENT, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named Frederick R. Brock, 1660 Prudential Drive, Suite 203, Jacksonville, Florida, 32207, as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
Incorporator

Dated: October 11, 2004

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Agent for Service

Dated: October 11, 2004