

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1809 GULF LIFE TOWER
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399-1609

FRANK A. ASHTON
WILLIAM B. BURNS, JR.
JAMES E. COBB
THOMAS S. EDWARDS, JR.
JOHN E. KNIGHT III
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
SARAH HELENE SHARP

JACKSONVILLE 904 / 399-1809
OCALA 904 / 887-1809

January 23, 1995

P95000008497

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314 EFFECTIVE DATE
1-23-95

Re: Incorporation of Interlink America, Inc.
A Florida Corporation

Dear Madam/Sir:

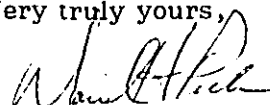
Enclosed for filing are an original and one copy of Articles of Incorporation of Interlink America, Inc., a Florida corporation. Also enclosed is our firm's check for \$122.50 to cover the following fees:

Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total Fees	\$ <u>122.50</u>

FILED
JAN 26 PM 3:35

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,



David H. Peek

DHP/jk/45904
655806
Enclosures

H. SIMS FEB - 1 1995

cc: Gary L. Schreier

**ARTICLES OF INCORPORATION
OF
INTERLINK AMERICA, INC.**

FILED
95 JUN 26 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1.1 Name and Place of Business. The name of this corporation is Interlink America, Inc., with its principal place of business at 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. 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 IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$0.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

EFFECTIVE DATE

1-23-95

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is David H. Peek.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Gary L. Schreier	1301 Riverplace Boulevard, Ste. 1609 Jacksonville, Florida 32207
David H. Peek	1301 Riverplace Boulevard, Ste. 1609 Jacksonville, Florida 32207

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

David H. Peek

Address

1301 Riverplace Boulevard, Ste. 1609
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles the
23 day of January, 1995.



DAVID H. PEEK

STATE OF FLORIDA
COUNTY OF DUVAL


The foregoing instrument was acknowledged before me this 23rd day of January, 1995, by DAVID H. PEEK, who is either personally known to me or produced the identification described below and who did not take an oath.

(SEAL)

My Commission Expires:



B. KAYE BARNAUSKAS
My Commission CC433270
Expires Jan. 12, 1999
Bonded by HAI
800-422 1555


Print: B. KAYE BARNAUSKAS
Notary Public, State and County
Aforesaid.
Commission No. CC 433270

PERSONALLY KNOWN
Type of Identification

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.



DAVID H. PEEK

Dated: 1/23/95

655806/45901

FILED
95 JAN 26 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

995000008497

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1609
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399-1615

FRANK A. ASHTON
JAMES E. COBB
THOMAS S. EDWARDS, JR.
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
SARAH HELENE SHARP

JACKSONVILLE 904 / 399-1609
OCALA 904 / 867-1609
PONTE VEDRA BEACH 904 / 280-1609

August 14, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002269522--3
-08/18/97--01063--013
*****87.50 *****87.50

Re: Interlink America, Inc.

Dear Madam/Sir:

Enclosed is an original and one copy of an Articles of Amendment to Articles of Incorporation of Interlink America, Inc. which I would appreciate your filing. I would also appreciate your returning a certified copy of same to me and have enclosed a check for \$87.50 in payment of the requisite filing fee and certified copy charge.

Very truly yours,


David H. Peek

DHP/bkb
Enclosures
655806/78603

FILED
97 AUG 18 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DHP
8/22

Amend.

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
INTERLINK AMERICA, INC.

FILED
97 AUG 18 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of Interlink America, Inc., a Florida corporation (hereinafter called "Corporation"), are amended in the following particulars:

1. The name of this Corporation is INTERLINK AMERICA, INC.
2. An Amendment to Article IV of the Articles of Incorporation has been adopted pursuant to Florida Statute §607.1003 (1993). As amended, Article IV, Section 4.1, now reads:

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock, having a par value of \$.01 per share, and 10,000 shares of non-voting common stock, having a par value of \$.01 per share.

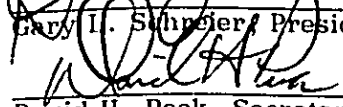
3. The above amendment to Articles of Incorporation shall be effective as of the filing date with the Secretary of State.

4. The foregoing amendment to Articles of Incorporation of Interlink America, Inc. was adopted by the Corporation by virtue of unanimous Shareholder and Director consent, pursuant to Florida Statutes §§ 607.0704 and 607.0821 (1993), on August 14, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of Interlink America, Inc. have executed this Amendment to Articles of Incorporation of Interlink America, Inc. this 14 day of August, 1997.



Gary I. Schneider, President



David H. Peek, Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing was acknowledged before me this 14th day of August, 1997, by GARY L. SCHREIER and DAVID H. PEEK, President and Secretary, respectively, of INTERLINK AMERICA, INC., who is either personally known to me or produced the identification described below and who did not take an oath.



B KAYE BARNAUSKAS
My Commission CC433270
Expires Jan 12, 1999
Bonded by HAI
800-422 1555

B. Kaye Barnauskas
Print: B. KAYE BARNAUSKAS
Notary Public, State and County Aforesaid

Commission No. _____

My Commission Expires: _____

PERSONALLY KNOWN

Type of Identification

**UNANIMOUS WRITTEN CONSENT TO RESOLUTIONS
IN LIEU OF SPECIAL MEETING OF
THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
INTERLINK AMERICA, INC.**

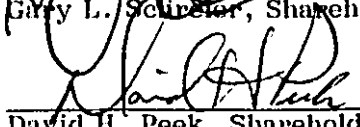
Pursuant to the authority contained in Florida Statutes Sections 607.0704 and 607.0821 (1989), the undersigned, being all of the directors and shareholders of INTERLINK AMERICA, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), by affixing our signatures hereto, hereby consent to and hereby take the following actions:

RESOLVED, that the Articles of Incorporation of this Corporation be amended, in substantially the same form as that contained on Exhibit A, attached hereto, and that the duly elected officers of this Corporation are authorized to execute such amended Articles and to file them with the Secretary of State of the State of Florida.

FURTHER RESOLVED, that this unanimous written consent shall be effective as of August 14, 1997.



Gary L. Schneider, Shareholder and Director



David H. Peek, Shareholder and Director



Rick J. Whitaker



Donald E. Swett