

LAW OFFICES

C. TERESA LEARNFOOT
RUSSELL E. ANTILL
EUGENE P. BRINN
JACK S. CAREY
LARRY R. CLARE
WILLIAM P. DAVENPORT, JR.
WILLIAM M. DEDMON, JR.
DALE W. DELANEY
JOHN C. DEW
JOHN A. GRANT, JR.
THOMAS D. GRAVES
FRANK J. GREGO
THOMAS M. HARRIS
TROY W. HOLLAND
MICHAEL K. HOUTZ
PATRICIA J. KELLY
JOHN D. KIERNAN
EVELYN F. KUTTNER
JOHN C. LAVERY
FRANK C. LOGAN
SAM H. MANN, JR.
GAIL P. MOULDS
V. JEAN OWENS
CHARLES W. REICHMANN
WILLIAM E. REICHMANN, SR.
ELIZABETH O. REPAAL
IRENE M. SULLIVAN

SIGNED IN MR. GREGO'S
ABSENCE TO AVOID DELAY

ARTICLES OF INCORPORATION
OF
S, N & I, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **S, N & I, INC.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws
of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to
have outstanding at any time is 2,000 shares of common stock of 1.00 Dollar per share
par value.

FILED
95 JAN 30 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

DURATION

This corporation is to exist perpetually,

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 14390 Carlson Circle, Tampa, Hillsborough County, Florida 33626.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Frank J. Greco, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have one (2) directors, as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Bekhor, Ph.D.	14390 Carlson Circle Tampa, Florida 33626

David Goodenough, Ph.D.

14390 Carlson Circle
Tampa, Florida 33626

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

David Bekhor, Ph.D.

14390 Carlson Circle
Tampa, Florida 33626

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator, by: David Bekhor, Ph.D.

Dated this 20 day of January, 1995.

David Bekhor, Ph.D.



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20 day of January, 1995, by David Bekhor, who is personally known to me or who has produced _____ as identification, and who did take an oath.

Jane B. Pinder

Printed Name:

Notary Public

My Commission Expires

Serial Number:



JANEL B PINDER
My Commission CC120859
Expires Jul. 19, 1995

F:\DONNA\GRECO\SN\VAOI

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

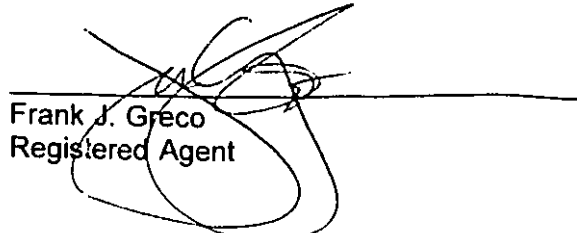
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That S, N & I, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named FRANK J. GRECO, located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607, as its agent to accept service of process within this state.


David Bekhor, Ph.D.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Frank J. Greco
Registered Agent

FILED
55 JAN 30 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000008662

HARRIS, BARRETT, MANN & DEW

C. TERESA DEARRIGOTIA
RUSSELL E. ARTILLE
JACK B. CAREY
DARCY M. CLARIE
WILLIAM F. DAVENPORT, JR.
KENNETH C. DEACON, JR.
CARYL E. DELAND
JOHN C. DEW
JOHN A. GRANT, JR.
THOMAS D. GRAVES
FRANK J. GRECO
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KATHLEEN T. HESSINGER
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JOHN C. LAVERY
SAM H. MANN, JR.
GAIL F. MOULDS
V. JEAN OWENS
CHARLES F. REISCHMANN
WILLIAM E. REISCHMANN SR.
IRENE H. SULLIVAN

WESTSHORE CENTER
1715 NORTH WESTSHORE BOULEVARD
SUITE 750
TAMPA, FLORIDA 33607-3920
TELEPHONE (813) 287-0550
FAX (813) 289-5331

PLEASE REPLY TO:

Tampa Office

August 25, 1995

150 SECOND AVENUE NORTH, SUITE 1500
ST. PETERSBURG, FLORIDA 33707-2894
TELEPHONE (813) 892-3100
FAX (813) 898-0227

SUITE 1, 1101 PASADENA AVENUE SOUTH
SOUTH PASADENA, FLORIDA 33707 - 2894
TELEPHONE (813) 892-3131
FAX (813) 345-0342

765 CORTARO DRIVE
SUN CITY CENTER, FLORIDA 33573
TELEPHONE (813) 633-3396
FAX (813) 633-3397

FILED
SEP - 1 AM 11:32
CLERK OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Domestic Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

700001574157
-08/30/95--01085--003
*****35.00 *****35.00

RE: S, N & I, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Amendment of S, N & I, INC., together with a check in the amount of \$35.00 to cover the following costs for this filing.

<u>Item</u>	<u>Amount</u>
Filing Fees	\$35.00
Total	\$35.00

Upon acceptance of the Amendment and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

HARRIS, BARRETT, MANN & DEW

Frank J. Greco, Esquire

Mr. Greco
AUTHORIZATION BY PHONE TO

FJG/dfl

Enclosures

SIGNED IN MR. GRECO'S
ABSENCE TO AVOID DELAY

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
S, N & I, INC.**

FILED
95 SEP -1 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is S, N & I, Inc. (the "Corporation").
2. Article VI of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE VI

~~INITIAL~~ BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. This corporation shall have one (1) director, as follows:

David Bekhor 14390 Carlson Circle
Tampa, Florida 33626

3. This Amendment was recommended by the incorporator on July 31, 1995.
4. This Amendment was approved by the sole incorporator prior to the organizational meeting of the board of directors and prior to the issuance of any shares of stock.
5. This Amendment is effective July 31, 1995.

IN WITNESS WHEREOF, S, N & I, Inc. has caused these Articles of Amendment
to be executed on this 31 day of July, 1995.

S, N & I, INC.

By: 

David Bekhor, Sole Incorporator