

GRIFFIN & LINDER, P. A.

ATTORNEYS AT LAW

SUITE 1550, FIRSTSTATE TOWER

255 SOUTH ORANGE AVENUE

ORLANDO, FLORIDA 32801

H. TERRELL GRIFFIN

AND CERTIFIED IN CIVIL TRIAL LAW

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January 27, 1995

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

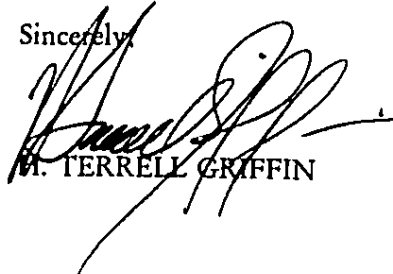
RE: *Jeanie Austin & Associates, Inc.*
Our File No. 1957277

Gentlemen:

Enclosed are Articles of Incorporation and Acceptance of Registered Agent Designation, together with our check in the amount of \$122.50 to pay the fee for filing these documents in your office.

If all this meets with your approval, please forward to us a Certificate of Incorporation after appropriate filing of the Articles and Designation.

Sincerely,



H. TERRELL GRIFFIN

HTG/cdg
Enclosure

FILED
95 JAN 30 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FL 32314

H. SIMON FEB - 2 1995

ARTICLES OF INCORPORATION
OF
JEANIE AUSTIN & ASSOCIATES, INC.

FILED
95 JUN 30 PM 3 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is "JEANIE AUSTIN & ASSOCIATES, INC."

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value Series One Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 255 South Orange Avenue, Suite 1550, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is H. TERRELL GRIFFIN. The principal place of business of the corporation is 4444 North Orange Blossom Trail, Orlando, Florida 32804.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from

time to time by the By-Laws but shall never be less than one (1).
The names and addresses of the initial directors are as follows:

H. TERRELL GRIFFIN
SUITE 1550
255 S. ORANGE AVE.
ORLANDO, FLORIDA 32801

JAMES M. AUSTIN
1338 BUCKWOOD DR.
ORLANDO, FLORIDA 32804

JEANIE R. AUSTIN
1338 BUCKWOOD DR.
ORLANDO, FLORIDA 32804

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is as follows:

H. Terrell Griffin
255 South Orange Avenue
Suite 1550
Orlando, Florida 32801

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

If any two or more shareholders or subscribers to stock of the corporation shall enter into an agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, all certificates of shares of stock subject to such abridgements, limitations, or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the

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corporation except in accordance with the terms and provisions of such agreement or bylaw, as the case may be.

ARTICLE IX - PREEMPTIVE RIGHTS

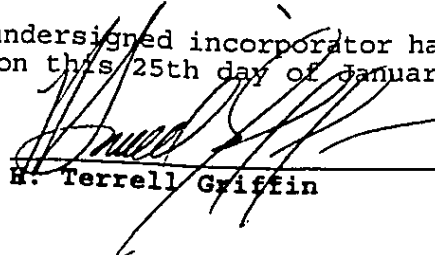
Each holder of shares of stock of the corporation shall be entitled to a preemptive right to purchase or subscribe for any authorized but unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized stock of the corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or carrying any rights to purchase stock of any class, whether said unissued stock shall be issued for cash, property, or any other consideration, and without limitation of the foregoing, shall have such a preemptive right with respect to shares or other securities offered for sale if they (a) are issued or optioned by the board of directors to effect a merger or consolidation or for a consideration other than cash; (b) are shares or other securities theretofore reacquired by the corporation after having been duly issued and not restored to the status of authorized but unissued shares; or (c) are part of the shares or other securities of the corporation originally authorized in its articles of incorporation in excess of the first Two Hundred (200) shares which are issued.

ARTICLE X - CUMULATIVE VOTING

Shareholders are entitled to cumulate their votes in elections of directors, that is, they are entitled to multiply the number of shares they hold by the number of directors to be elected and cast

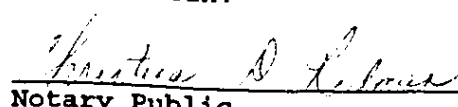
the product for a single candidate or distribute the product among two or more candidates. Shares may not be voted cumulatively at a particular meeting unless (1) the meeting notice or proxy statement accompanying the notice states conspicuously that cumulative voting is authorized; or (2) a shareholder gives notice to the corporation not less than forty-eight (48) hours before the time set for the meeting of his or her intent to cumulate votes at the meeting. If one shareholder gives this notice all other shareholders are entitled to cumulate their votes without giving further notice. A director may not be removed if the number of votes required to elect him under cumulative voting at an election of the full board is voted against his removal. Any vacancy occurring on the board of directors, by the death, incapacity or resignation of a director elected by cumulative voting, or otherwise, shall be filled, at a special meeting called for that purpose, by the holders of the shares whose cumulative ballots elected him or her, and such successor-director shall hold office for the balance of the annual term of his or her predecessor.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of January, 1995.

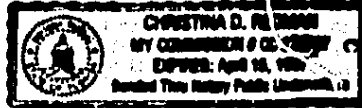

H. Terrell Griffin

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of January, 1995 by H. Terrell Griffin.


Notary Public

(Seal)



Commission expires:

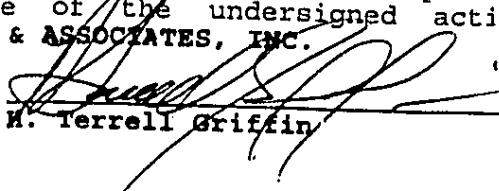
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Jeanie Austin & Associates, Inc.


H. Terrell Griffin

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of JEANIE AUSTIN & ASSOCIATES, INC.


H. Terrell Griffin

FILED
95 JAN 30 PM 3:55
NOTARY PUBLIC
TALLAHASSEE, FLORIDA