



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 600437 8436A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : May 17, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 600437

CUSTOMER NO: 8436A

CUSTOMER: Randal C. Fairbanks, Esq
MARKS GRAY CONROY & GIBBS

First Union Bank Building
1200 Riverplace Blvd, Ste 800
Jacksonville, FL 32207

DOMESTIC FILING

NAME: CITY MANAGEMENT OF
JACKSONVILLE, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

T. BROWN MAY 17 1995

RECEIVED
95 MAY 17 AM 10 47
DIVISION OF CORPORATION
TALLAHASSEE, FL 32304
SECRET
95 MAY 17 PM 2 37
FILED

**ARTICLES OF INCORPORATION
OF
CITY MANAGEMENT OF JACKSONVILLE, INC.**

FILED
95 MAY 17 PM 2 37
SECRETARY OF STATE
JACKSONVILLE, FLORIDA

ARTICLE I

The name of this corporation is **CITY MANAGEMENT OF JACKSONVILLE, INC.**

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual.

ARTICLE V

PRINCIPAL OFFICE

The principal office of the business of the corporation shall be 8864 Atlantic Boulevard, Jacksonville, Florida 32211. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 8864 Atlantic

Boulevard, Jacksonville, Florida 32211, and the name of the initial registered agent of this corporation at that address is John Galeani. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
William J. Bresnan	709 Westchester Avenue White Plains, NY 10604
Paul H. Gislason	309 Holly Lane Mankato, MN 56001
Donald C. Meredith	309 Holly Lane Mankato, MN 56001
John Galeani	8864 Atlantic Blvd. Jacksonville, FL 32211
Jeffrey S. DeMond	709 Westchester Avenue White Plains, NY 10604

ARTICLE VIII

INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
John Galeani	8864 Atlantic Boulevard Jacksonville, FL 32211

ARTICLE IX

BYLAWS


Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 12 day of May, 1995.

 (SEAL)
John Galeani, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12 day of May, 1995, by John Galeani, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:



RANDAL C. FAIRBANKS
Notary Public, State of Florida
My Comm. Exp. Aug. 8, 1997
Comm. No. CC 298589




print Randal C. Fairbanks
My Commission No. 298589
State of Florida at Large (Seal)
My Commission Expires: 8-8-97

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
CITY MANAGEMENT OF JACKSONVILLE, INC.**

95 MAY 17 PM 2 37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon City Management of Jacksonville, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 8864 Atlantic Boulevard, Jacksonville, Florida 32211.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 12 day of May, 1995.


John Galeani, Registered Agent