



ACCOUNT NO. : 072100000032

REFERENCE : 602620 10164A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : May 22, 1995

ORDER TIME : 9:25 AM

ORDER NO. : 602620

CUSTOMER NO: 10164A

CUSTOMER: Kathleen Haggerty, Legal Asst.
SMITH HULSEY & BUSEY

1800 1st Union Nat. Bank Tower
225 Water Street
Jacksonville, FL 32201

400001485404
-05/22/95--01017--022

*****70.00 *****70.00

DOMESTIC FILING

NAME: SJS ACQUISITION CORPORATION

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Guma

EXAMINER'S INITIALS: _____

T. BROWN MAY 22 1995

RECEIVED
FILED
MAY 22 AM 10:15 95 MAY 22 PM 12:41
DIVISION OF CORPORATIONS SECRETARY OF STATE
TALLAHASSEE, FL 32304

ARTICLES OF INCORPORATION
OF
SJS ACQUISITION CORPORATION

FILED
\$5 MAY 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is SJS Acquisition Corporation.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 9551 Baymeadows Road, Suite 5, Jacksonville, Florida 32256.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is three million (3,000,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE V-INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are M. Richard Lewis, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

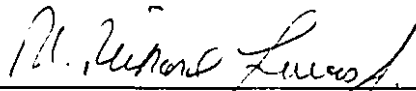
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of May, 1995.



M. Richard Lewis, Jr.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

95 MAY 22 PM 12:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, SJS Acquisition Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is SJS Acquisition Corporation.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: M. Richard Lewis, Jr.
M. Richard Lewis, Jr.
Its Vice-President

Date: May 19, 1995