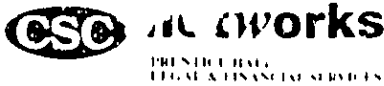


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ACCOUNT NO. 07-100000032

REFERENCE : 690414 10164A

AUTHORIZATION :

COST LIMIT : 3 PPD

ORDER DATE : September 25, 1995

ORDER TIME : 9:03 AM

ORDER NO. : 690414

CUSTOMER NO: 10164A

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

P. O. Box 53315

Jacksonville, FL 32201-3315

DOMESTIC FILING

NAME: ATLANTIC HOLDINGS, INC.

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 C. Mabry

EXAMINER'S INITIALS:

BROWN SEP 25 1995

FILED
95 SEP 25 PM 2:55
FBI - TAMPA
TAMPA, FLORIDA

ARTICLES OF INCORPORATION
OF
ATLANTIC HOLDINGS, INC.

FILED
95 SEP 25 PM 2:36
SECRET
TALLAHASSEE, FLORIDA

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

ARTICLE I-NAME

The name of this Corporation is Atlantic Holdings, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) 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 Douglas D. Chunn, 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 Douglas D. Chunn, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE VII-BYLAWS

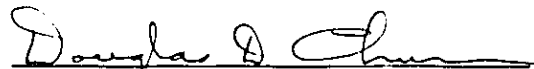
The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same

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 22nd day of September, 1995.


Douglas/D. Chunn

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

95 SEP 25 PM 2:36
FILED
SECRET
TALLAHASSEE

Pursuant to the provisions of Section 607.0501, Florida Statutes, Atlantic Holdings, Inc., 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 Atlantic Holdings, Inc.
2. The name and address of the registered agent and office are Douglas D. Chunn, 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, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Douglas D. Chunn

Date: September 22, 1995