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FROM: FISHER & SAULS, P.A.
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CHIDESTER/JOHNSTONE GROUP, INC.
FAX AUDIT NUMBER: H96000000917

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DATE REQUESTED: 01/18/1996

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**ARTICLES OF INCORPORATION
OF
CHIDESTER/JOHNSTONE GROUP, INC.**

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ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is Chidester/Johnstone Group, Inc., and its principal office or mailing address is 3001 West Chapin Avenue, Tampa, Florida 33611.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of Stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	<u>PAR VALUE</u>	<u>AUTHORIZED ISSUE</u>
Class A Voting Common	\$.01	2
Class B Non-Voting Common	\$.01	9,998

All subscriptions of said stock shall be paid for in lawful money of the United States of America or in property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for such purposes; and property, labor or services may also be purchased or paid for with the capital stock of this corporation at a just valuation to be fixed by the Board of Directors and the Corporation may from time to time increase its capital stock to any amount authorized by law.

Robert Kapusta, Jr., Esq.
 FBN 441538
 Fisher & Sauls, P.A.
 P.O. Box 387
 St. Petersburg, FL 33731
 813/822-2033

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ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Kay A. Chidester, and the name of the initial registered agent is 3001 West Chapin Avenue, Tampa, FL 33611.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have four (4) directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kay A. Chidester	3001 West Chapin Avenue Tampa, FL 33611
David L. Chidester	3001 West Chapin Avenue Tampa, FL 33611
Chris E. Johnstone	1093 Muirfield Court Tarpon Springs, FL 33589
Raymonde Johnstone	1093 Muirfield Court Tarpon Springs, FL 33589

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Kay Chidester	3001 West Chapin Avenue Tampa, FL 33611

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant

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to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

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

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of January, 1996.

Kay A. Chidester
Kay A. Chidester

*Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 17th day of January, 1996.

Kay A. Chidester
Kay A. Chidester, Registered Agent

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TALLAHASSEE, FLORIDA