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

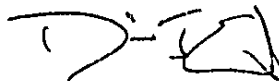
Articles of Incorporation of
Dial, Cordy & Associates, Inc.

Dear Sir or Madam:

Please file the above referenced Articles of Incorporation. I have enclosed a check in the amount of \$122.50 to pay the filing fee. Please return evidence of the filing to me.

If you have any questions, do not hesitate to call me. Thank you.

Sincerely,



David J. Edwards

EFFECTIVE DATE
1-15-96

96 JAN 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enclosure

JAN 23 1996 BSB

ARTICLES OF INCORPORATION
OF
DIAL, CORDY & ASSOCIATES, INC.

FILED
96 JAN 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE
1-15-96

Name

Section 1.1. **Name**. The name of the corporation is Dial, Cordy & Associates, Inc.

ARTICLE II

Duration

Section 2.1. **Duration**. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. **Purposes**. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. **Authorized Capital**. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share.

Section 4.2. **Restrictions on Transfer of Stock**. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

Initial Principal Office, Registered Office and Agent

Section 5.1. Name and Address. The principal office address of the corporation is: 50 A1A North, Suite 110, Ponte Vedra, Florida 32082. The street address of the initial registered office of this corporation is: 1301 Riverplace Boulevard, Suite 1629, Jacksonville, Florida 32207. The name of the initial registered agent of this corporation at that address is: David J. Edwards.

ARTICLE VI

Directors

Section 6.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the initial members of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
R. Steve Dial	50 A1A North, Suite 110, Ponte Vedra, Florida 32082
John G. Cordy	50 A1A North, Suite 110, Ponte Vedra, Florida 32082

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw

adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: R. Steve Dial, 50 A1A North, Suite 110, Ponte Vedra, Florida 32082.

ARTICLE IX

Amendment

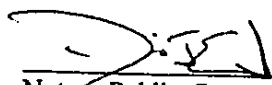
Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 15 day of January, 1996.

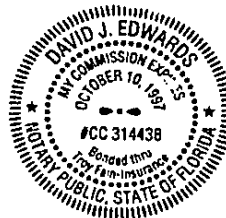

R. Steve Dial

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by R. Steve Dial this 15th day of January, 1996. He is personally known to me.


Notary Public, State of Florida
at Large.
Name Printed: David J. Edwards
Commission No.: _____
My Commission expires: _____

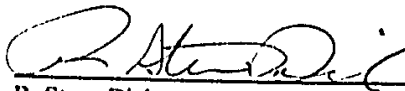
SEAL



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.034, the following is submitted:

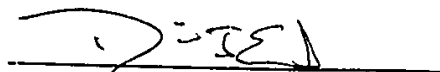
Dial, Cordy & Associates, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates David J. Edwards as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1301 Riverplace Boulevard, Suite 1629, Jacksonville, Florida 32207.


R. Steve Dial

Dated: January 15, 1996

FILED
96 JAN 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, David J. Edwards hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.


David J. Edwards

Dated: January 15, 1996

(Art-Incp.dca)