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ULMER, MURCHISON, ASHBY & TAYLOR

200 WEST FORSYTH STREET, SUITE 1800

POST OFFICE BOX 479

JACKSONVILLE, FLORIDA 32201

(904) 384-9000

April 10, 1996

JOHN S. DUBB, IV
NEED W. GRIMM
WILLIAM I. GULLIFORD, III
CLARENCE H. HOUSTON, JR.
WILLIAM L. JOEL
EDWARD L. KELLY
THERESA MARIE KENNEY
EDWARD W. LAKE, III
JOHN W. MOGERS
DOUGLAS H. MONFORD
WILLIAM E. SCHEU
CARL M. STEWART
LOUI E. TERENS
B. THOMAS WHITEFIELD

HERMAN ULMER (1898-1980)
CHARLES H. MURCHISON (1899-1987)
CLARENCE G. ASHBY (1900-1988)

W. SPERRY LEE
HERMAN ULMER, JR.
JAMES S. TAYLOR
OF COUNSEL

FAX (904) 384-9100

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/12/96--01040--011
****122.50 ****122.50

Re: Articles of Incorporation - First Coast Securities, Inc.

Gentlemen:

Enclosed please find an original and one fully conformed copy of Articles of Incorporation of the above-referenced corporation. Please file the same and have a certified copy returned to our office. Also enclosed is our firm's check in the amount of \$122.50 to cover all fees.

Sincerely,



Theresa M. Kenney
For the Firm

TMK:am
Enc. as noted

4-16-96
FILED
95 APR 12 PM 2:17
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIRST COAST SECURITIES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation is **FIRST COAST SECURITIES, INC.**

Article II - Duration

This corporation shall have perpetual existence.

Article III Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000 of a par value of \$1.00 per share.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is 200 Executive Way, Ponte Vedra Beach, Florida 32082, and the address of the initial registered office of this corporation is Ulmer, Murchison, Ashby & Taylor, 200 W. Forsyth Street, Suite 1600, Jacksonville, Florida 32202, and the name of the initial registered agent at that address is Theresa M. Kenney, Esquire.

Article VI - Initial Board of Directors

This corporation shall have two (2) directors initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The name and address of the initial directors of this corporation are:

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JACKSONVILLE, FLORIDA

Dumont Billings
105 Mendowcrest Lane
Ponte Vedra Beach, FL 32082

Diane Korb
121 Summerfield Drive
Ponte Vedra Beach, FL 32082

Article VII - Incorporator

The name and address of the person signing these articles is:

Theresa M. Kenney, Esquire
Ulmer, Murchison, Ashby & Taylor
200 W. Forsyth Street
Suite 1600
Jacksonville, Florida 32202

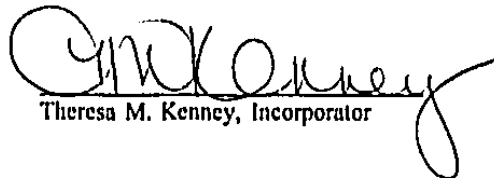
Article VIII - Indemnification

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully set forth in the by-laws.

Article IX - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of April, 1996.


Theresa M. Kenney, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of April, 1996, by Theresa M. Kenney, who is personally known to me.


Notary Public
State of Florida at Large

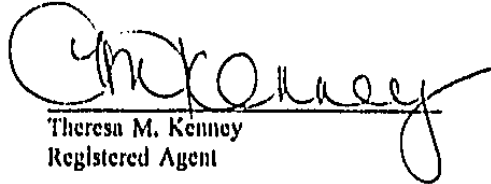
My Commission expires:



ALVALENE J. MIDDLEBROOKS
MY COMMISSION # CC483031 EXPIRES
September 28, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above- stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


Theresa M. Kenney
Registered Agent

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