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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

P96000052856

ACCOUNT NO. : 072100000032

REFERENCE : 995083 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 20, 1996

ORDER TIME : 1:17 PM

ORDER NO. : 995083

CUSTOMER NO: 4340257

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

225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

3000001870278
-06/20/96--01085--022
*****70.00 *****70.00

DOMESTIC FILING

NAME: THE JANUS GROUP, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

Dmc 6/20/96

FILED
55 JUN 20 PM 3:10
TALLAHASSEE, FL 32301-2607

ARTICLES OF INCORPORATION
OF
THE JANUS GROUP, INC.

FILED
96 JUN 20 11 31 10

STATE OF FLORIDA
JANUARY 1, 1996

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 The Janus Group, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 5119 Yacht Club Road, Jacksonville, Florida 32210.

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 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 E. Lanier Drew, 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 18th day of June, 1996.



E. Lanier Drew

179676.1

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
26 JUN 20 PM 3:10

Pursuant to the provisions of Section 607.0501, Florida Statutes, The Janus Group, 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 The Janus Group, Inc.
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 ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: M. Luchessa
Its Vice-President

Date: June 18, 1996