



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1996

ED DAVENPORT
861 12TH AVENUE NORTH
ST. PETERSBURG, FL 33701

SUBJECT: DAVENPORT-YOUNG, INC.
Ref. Number: W96000015877

We have received your document for DAVENPORT-YOUNG, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00036470

CERTIFICATE OF INCORPORATION OF

DAVENPORT-YOUNG, INC.

FILED
SEP 2 11 1989
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is DAVENPORT-YOUNG, INC.

SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 861-12th-Ave-N., St. Petersburg, Fl. and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is PATRICIA ANN DAVENPORT, 861-12th-Ave-N., St. Petersburg, Fl. 33701

CORPORATE
SAME ADDRESS AS REG. OFFICE

FOURTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of ~~Delaware~~ Florida.

FIFTH SHARES

The total authorized capital stock of the Corporation is One Thousand Five Hundred shares having a Par Value of None. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SIXTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

Patricia Ann Davenport
861 12 Ave. N.
St. Petersburg, Fl., 33701

SEVENTH
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

FRANK H. YOUNG, 861 12 Ave. N., St. Petersburg, Fl., 33701

EDWIN M. DAVENPORT, 861 12 Ave. N., St. Petersburg, Fl., 33701

PATRICIA ANN DAVENPORT, 861 12 Ave. N., St. Petersburg, Fl., 33701

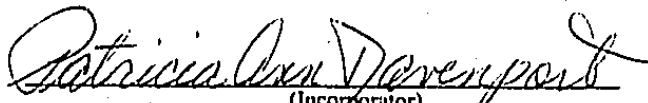
EIGHTH
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be July 25, 1996

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

July 25, 1996.


(Incorporator)
PATRICIA ANN DAVENPORT

CERTIFICATE OF INCORPORATION
OF

~~DAVENPORT YOUNG, INC.~~

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST
IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is ~~DAVENPORT YOUNG, INC.~~

SECOND
PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is ~~861 12th Ave. N., St. Petersburg, Fl.~~ and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is ~~PATRICIA ANN DAVENPORT, 861 12th Ave. N., St. Petersburg, Fl. 33701~~ *(SAME AS Reg. OFFICE)* 33701

FOURTH
PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of ~~Delaware~~ Florida.

FIFTH
SHARES

The total authorized capital stock of the Corporation is One Thousand Five Hundred shares having a Par Value of None. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the board of Directors, as provided by law.

SIXTH
INCORPORATOR'S ADDRESS

The name and post office address of the incorporator of the Corporation is as follows:

Patricia Ann Davenport
861 12 Ave. N.
St. Petersburg, Fl., 33701

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The effective date of this Certificate of Incorporation shall be July 25, 1996

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

July 25, 1996.


(Incorporator)

PATRICIA ANN DAVENPORT

Aug 1, 1996

DAVENPORT-Young Inc.
861 12 Ave N.
St. Petersburg, FL 33701

RE: W9600015877

I Am hereby familiar With and Accept
The Duties And Responsibilities As Registered
Agent For The above-named Corporation.

FILED
96 AUG -2 PM 1:48
TALLAHASSEE
FLORIDA

I also certify That The principal Address And
Registered Office Address Are one And The SAME.

Patricia Ann Davenport
PATRICIA ANN DAVENPORT
Registered Agent