PO 10000084584

24 N. Market Street, Suite 405 Jacksonville, Florida 32202-2848

Telephone: (904) 359-8899 Facsimile: (904) 359-8888

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October 8, 1996

Florida Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re:

The Canyon Group, Inc.

Gentlemen:

Enclosed please find the following:

PAGONT IN PARTS 12

- 1. An original and one photocopy of the Articles of Incorporation of The Canyon Group, Inc.
- 2. My operating account check in the amount of \$122.50 to cover the cost of the filing and certification fees.

Please file the Articles of Incorporation. Id return to me a certified copy of said Articles.

Thank you for your prompt attention to this matter.

Sincerely,

Keleo Had Koko Head

KH/dlh Enclosures

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ARTICLES OF INCORPORATION

OF



THE CANYON GROUP, INC.

ARTICLE I

NAME

The name of this corporation is The Canyon Group, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 5234 Oxford Crest Drive, Jacksonville, Florida 32258.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a part value of Ten Cents (\$0.10) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is the State of Florida is 24 N. Market Street, Suite 405, Jacksonville, Florida 32202. The name of the initial registered agent of this corporation at that address is Koko Head. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Marshall Kent Coleman

5234 Oxford Crest Drive Jacksonville, Florida 32258

ARTICLE VI

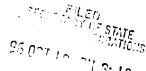
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto sets his hand and affixes his seal this day of September, 1996.

Marshall Kent Coleman

(Seal)



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF

Pursuant to Sections 48.091 and 507.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon The Canyon Group, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 24 N. Market Street, Suite 405, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 16th day of September, 1996.

Registered Agent