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GODBOLD, DOWNING, SHEAHAN & BATTAGLIA

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

96 OCT 15 PM 12:45

GENE H. GODBOLD
GRANT T. DOWNING
MICHAEL J. SHEAHAN
WILLIAM P. BATTAGLIA
JOHN HOWELL BILL
JANET M. LOWER

222 WEST COMSTOCK AVENUE
SUITE 101
WINTER PARK, FLORIDA 32789

DIVISION OF CORPORATION

POST OFFICE BOX 1984
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 847-4418
FACSIMILE (407) 847-2089

EFFECTIVE DATE
10-11-96

October 11, 1996

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***122.50 ***122.50

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

Enclosed are the following documents pursuant to the incorporation of SC Jacksonville, Inc.:

1. The executed Articles of Incorporation of SC Jacksonville, Inc.
2. A copy of the executed Articles of Incorporation to be certified and returned
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy/Articles of Incorporation	<u>52.50</u>
Total	<u>\$122.50</u>

RECEIVED
96 OCT 15 PM 1:00
DIVISION OF CORPORATION

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Yours very truly,

W P Battaglia

William P. Battaglia

WPB/r
enclosures

FILED
96 OCT 15 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
10/15

EFFECTIVE DATE
10-11-96

ARTICLES OF INCORPORATION
OF
SC JACKSONVILLE, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be SC Jacksonville, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 2105 Park Avenue North, Winter Park, Florida 32789, and its mailing address is 2105 Park Avenue North, Winter Park, Florida 32789.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the later of the date of subscription of these Articles of Incorporation, or the date which is five (5) business days prior to the date these Articles of Incorporation have been filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 West Comstock Avenue, Suite 101, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be Grant T. Downing.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) persons. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
James A. Strasberg	2105 Park Avenue North Winter Park, FL 32789
Leslie S. Strasberg	2105 Park Avenue North Winter Park, FL 32789

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

Name

Leslie S. Strasberg

Address

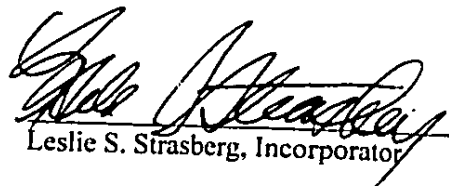
2105 Park Avenue North
Winter Park, FL 32789

ARTICLE IX

Preemptive Rights

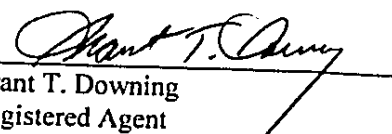
The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

Executed this 11th day of October, 1996.


Leslie S. Strasberg, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Grant T. Downing
Registered Agent

Date: October 11, 1996

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TALLAHASSEE, FLORIDA