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ROBERT L. TROHN
JOHN K. VREELAND
DONALD H. WILSON, JR.
H. LANE (RETIRED)

CHRISTOPHER M. FEAR
LAKELAND OFFICE

96000093237

VIA FEDERAL EXPRESS
Airbill No. 9824122593

Office of the Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

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RE: HOLLINGSWORTH MANAGEMENT, INC.
Our File No.: H554-39285

Dear Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for HOLLINGSWORTH MANAGEMENT, INC. and certify and return the enclosed duplicate original of the Articles of Incorporation. Our firm's check in the amount of \$122.50 is enclosed to cover the cost of filing, \$35.00, certified copy, \$52.50, and registered agent designation, \$35.00.

Please call the undersigned collect if you have any questions regarding the enclosures.

Thank you for your attention to this matter.

Very truly yours,

Christopher M. Fear
Christopher M. Fear

EFFECTIVE DATE
11-7-96

CMF/sf
Enclosures
cc: Robert L. Madden
39285.55

FILED
96 NOV 12 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
150 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-0866 • FAX (941) 533-7255

ARTICLES OF INCORPORATION
OF
HOLLINGSWORTH MANAGEMENT, INC.

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96 NOV 12 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA
EFFECTIVE 11-7

ARTICLE I - NAME

The name of this corporation is HOLLINGSWORTH MANAGEMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 5015 South Florida Avenue, Suite 409, Lakeland, FL 33813, and the mailing address of this corporation is P.O. Box 2294, Lakeland, FL 33806-2294.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 5015 South Florida Avenue, Suite 409, Lakeland, FL 33813, and the name of the initial

registered agent of this corporation at that office is Robert L. Madden.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Robert L. Madden
P.O. Box 2294
Lakeland, Florida 33806-2294

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Robert L. Madden
P.O. Box 2294
Lakeland, Florida 33806-2294

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

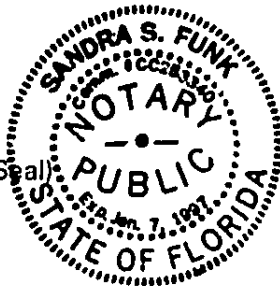
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of November, 1996.


ROBERT L. MADDEN

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me
this 7th day of November, 1996, by Robert L. Madden, who is personally known to
me and who did not take an oath.

(Affix Notary Seal)



Sandra S. Funk
NOTARY PUBLIC, State at Large
Print name: SANDRA S. FUNK
My commission expires: 1-7-97

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of
Incorporation as the Registered Agent for HOLLINGSWORTH MANAGEMENT, INC.
hereby accepts such appointment this 7th day of November, 1996.

Robert L. Madden
ROBERT L. MADDEN

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TALLAHASSEE FLORIDA