1201 HAYS STREET TALLAHASSEE, FL 32301-2607 800-342-8086

networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICIA CCOUNT NO. :

072100000032

REFERENCE :

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: November 15, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 156508-015

DEFECTIVE SATE

400002005754--9

CUSTOMER NO:

85036A

CUSTOMER: Ms. Lori L. Carson-ammons

JACOBS FORLIZZO & NEAL, P.A.

Suite 300

13577 Feather Sound Drive

Clearwater, FL 34622

DOMESTIC FILING

NAME:

SAND DOLLAR PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

11-14-96

ARTICLES OF INCORPORATION

SAND DOLLAR PARTNERS, INC.

95 NOV 15 PH 3: 43

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is SAND DOLLAR PARTNERS, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is: 1380 58th STREET NORTH, CLEARWATER, FL 34620.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Rich

Richard O. Jacobs

Address:

13577 Feather Sound Drive, Clearwater, FL

34622

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name:

Richard O. Jacobs

Address:

13577 Feather Sound Drive, Clearwater, FL

34622.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE VIII.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective November 14, 1996.

IN WITNESS WHEREOF, the undersigned, as incorporator, has on hereunto set the undersigned's hand and seal this 14th day of November, 1996, for the purpose of organizing this Corporation in under the laws of the State of Florida.

Richard O. Jacobs

ACKNOWLEDGMENT:

h 1

chard O. Jacobs

P.O. Box 6327 Tallahassee, FL 32314

Re: Account #: 59-3412274-FEI#

Dear Accounting and Customer Service Departments:

Effective June 30, 1997, Sand Dollar Partners, Inc. will be relocating its office.

NEW ADDRESS:

Sand Dollar Partners, Inc.

26133 US Highway 19 North, Suite 306

Clearwater, FL 34623

Phone: 813-712-1200 Fax: 813-712-1300

OLD ADDRESS:

Sand Dollar Partners, Inc.

13830 58th Street North, Suite 407

Clearwater, FL 34620

Phone: 813-524-6250

Please direct any future billing or correspondence to the new address. If you have any questions, please contact me at 813-712-1200.

Thank you for your essistance in updating our records with the new address and phone numbers.

Sincerely,

Linda Roberson

Vice President/Treasurer

Lunda Roberson

13830 58th Street North

Clearwater, Florida 34620

(813) 524-6250

156/20

Fax (813) 524-6290