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LAW OFFICES

WILLIAM C. McINTYRE, P.A.

3561 S.W. CORPORATE PARKWAY
PALM CITY, FLORIDA 34990

WILLIAM CASEY McINTYRE

(561) 288-3000

FAX (561) 288-2493

November 7, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

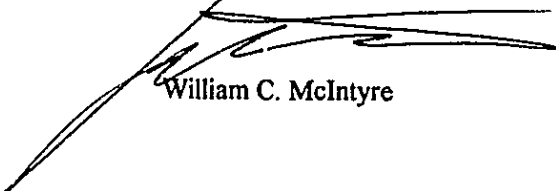
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Re: Stuart Holdings, Inc.

To Whom It May Concern:

Enclosed is the original and a photocopy of Articles of Incorporation of Stuart Holdings, Inc., together with our firm check in the amount of \$122.50 for the filing fee and certified copy. Kindly return the certified copy to me at the above address.

Very truly yours,


William C. McIntyre

WCM/cb
Enclosures

FILED
96 NOV 18 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
STUART HOLDINGS, INC.

FILED
96 NOV 18 AM 9: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this Corporation, hereby make, execute and acknowledge these Articles of Incorporation under the Florida General Corporation Act, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is STUART HOLDINGS, INC.

ARTICLE II

Duration and Commencement of Existence

The duration of the Corporation is perpetual. The corporate existence of the Corporation shall commence at the time of filing these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

Purpose and Powers

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of any jurisdiction in which the Corporation may operate. The Corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock which shall have a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services which shall have a value as determined from time to time by the Board of Directors of the Corporation but which shall not be less than the par value of the stock to be issued therefor. Provided that such services shall have actually been performed for the benefit of the Corporation prior to the issuance of such stock.

ARTICLE V

Registered Office and Agent

The street address and mailing address of the Corporation's initial registered office shall be:

416 Flamingo Avenue
Stuart, Florida 34996

The name of the Corporation's initial registered agent at such address is James C. Bailey.

ARTICLE VI

Street and Mailing Address of Corporation

The street address and mailing address of the Corporation shall be:

416 Flamingo Avenue
Stuart, Florida 34996

ARTICLE VII

Board of Directors

The number of Directors constituting the initial Board of Directors is three (3).
Thereafter, the number of Directors shall be as provided in the bylaws.

ARTICLE VIII

Initial Board of Directors

The name and address of each person who is to serve as a member of the initial Board of Directors is:

Jeffrey D. Chamberlin
416 Flamingo Avenue
Stuart, Florida 34996

Bryan A. Poston, Jr.
416 Flamingo Avenue
Stuart, Florida 34996

James C. Bailey
416 Flamingo Avenue
Stuart, Florida 34996

ARTICLE IX

Incorporator

The name and address of the incorporator is:

James C. Bailey
416 Flamingo Avenue
Stuart, Florida 34996

ARTICLE X

Indemnification

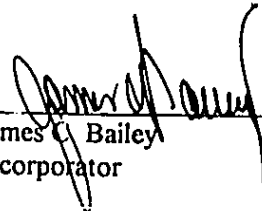
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Amendment

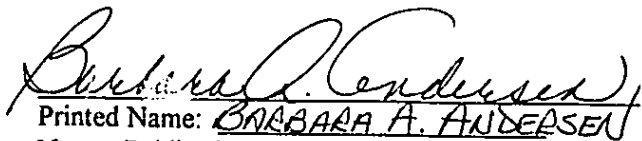
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 8 day of November, 1996.


James C. Bailey
Incorporator

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing instrument was acknowledged before me this 8th day of November, 1996, by James C. Bailey, who is personally known to me or produced _____ as identification.


Printed Name: BARBARA A. ANDERSEN
Notary Public, State of Florida
Commission No.:
My Commission Expires:



Barbara A. Andersen
MY COMMISSION # CC388783 EXPIRES
March 23, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

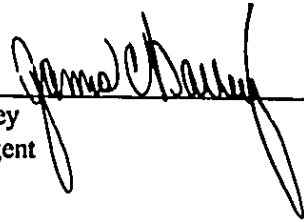
The undersigned hereby accepts the appointment as Registered Agent of STUART HOLDINGS, INC. and agrees to comply with the provisions of the laws of Florida, including Section

48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: November 8, 1996.

James C. Bailey
Registered Agent



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA