

TRANSMITTAL LETTER

P9600096542

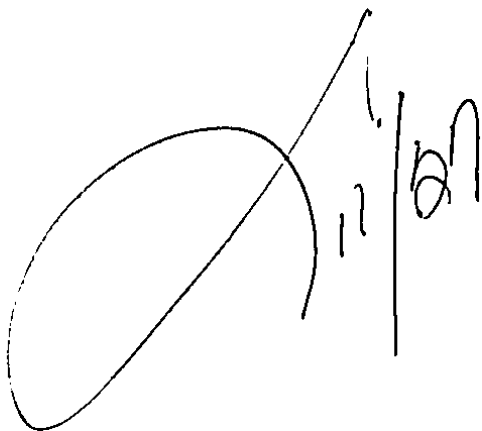
FROM: Bruce A. Ryals
2020 West Fairbanks Avenue, Suite 208
Winter Park, Florida 32789
Telephone (407) 644-9178

RE: Nations Investment Corporation
Articles of Incorporation

8000002011218--3
-11/21/95--01054--003
*****78.75 *****78.75

Enclosed is the original and one copy of the articles of incorporation and designation of registered agent for the above stated corporation and a check for \$78.75 (\$35.00 filing fee, \$35.00 designation fee, and \$8.75 for certificate of status).

I can be reached at the address and telephone number above.



FILED
96 NOV 21 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION OF NATIONS INVESTMENT CORPORATION

The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I Name

The name of this corporation is: Nations Investment Corporation.

ARTICLE II Term of Existence

This corporation shall commence on December 1, 1996 and shall have perpetual existence.

ARTICLE III Principal Office

The principal place of business and the mailing address for the corporation is: 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789.

ARTICLE IV Nature of Business

This corporation is organized for the purpose of conducting any lawful activity or business in Florida, the United States of America or throughout the World.

ARTICLE V Capital Structure

The maximum number of shares of stock that this corporation is authorized to issue is 1,000 (One Thousand) shares, all of which shall be Common Shares with a par value of \$1.00 (One Dollar) each. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Bruce A. Ryals. The street address of the initial registered office of this corporation, which is identical with the business address of the registered agent and of the corporation, is 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789.

ARTICLE VII Incorporator

The name and address of the incorporator is Bruce A. Ryals, 2020 West Fairbanks Avenue, Suite 208, Winter Park, Florida 32789.

FILED
96 NOV 21 PM 1:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

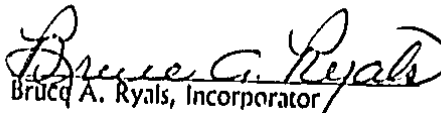
ARTICLE VIII
Initial Board of Directors

This corporation shall have two directors 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. The initial directors of this corporation are: Bruce A. Ryals, President and Treasurer, 2020 West Fairbanks Avenue, Winter Park, Florida 32789 and Navtej S. Khalsa, Executive Vice President and Secretary, 1016 Vanessa Drive, Oviedo, Florida 32765.

ARTICLE IX
Indemnification

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

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 18TH day of November, 1996.


Bruce A. Ryals, Incorporator

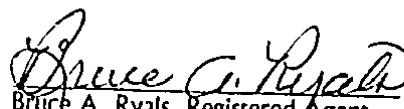
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
NATIONS INVESTMENT CORPORATION

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: Nations Investment Corporation
2. The name and address of the registered agent and office is:
Bruce A. Ryals
2020 West Fairbanks Avenue, Suite 208
Winter Park, Florida 32789

FILED
NOV 21 PM 1:25
CLERK OF STATE
TALLAHASSEE FLORIDA

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.


Bruce A. Ryals, Registered Agent
Nations Investment Corporation
Date: November 18TH 1996