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P960000099383

ACCOUNT NO. : 072100000032

REFERENCE : 180036 11354A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 9, 1996

ORDER TIME : 9:0 AM

ORDER NO. : 180036-005

CUSTOMER NO: 11354A

300002023243--2

-12/09/96--01021--010
*****70.00 *****70.00

CUSTOMER: Ms. Katie Moore
DELL GRAHAM WILLCOX BARBER
JOPLING SCHWAIT GERSHOW SPECIE
P. O. Box 850

Gainesville, FL 32602

DOMESTIC FILING

NAME: VERNON F. MEYER AND
ASSOCIATES FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96DEC-9 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
5 DEC-9 AM 10:51
JOY OF CORPORATION
Dmc
12-10-96

FILED

96 DEC -9 AM 10:56

SECRET STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

VERNON F. MEYER AND ASSOCIATES FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is: VERNON F. MEYER AND ASSOCIATES FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock having a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 3655 S. W. 2nd Avenue, Suite 3C, Gainesville, Florida 32607; and the name of the initial registered agent of this corporation at that address is: JAY S. ARNOLD.

ARTICLE VII - PRINCIPAL OFFICE

The initial mailing address of the principal office of this corporation in the State of Florida is 3655 S. W. 2nd Avenue, Suite C, Gainesville, Florida 32607.

The address of the registered office and the principal office of the Corporation are located at the same address.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors shall be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
RODGER D. PHELPS	3655 S. W. 2nd Avenue, Suite 3C Gainesville, Florida 32607
STEPHEN L. HEBERT	3655 S. W. 2nd Avenue, Suite 3C Gainesville, Florida 32607
JAY S. ARNOLD	3655 S. W. 2nd Avenue, Suite 3C Gainesville, Florida 32607

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS

JAY S. ARNOLD

3655 S. W. 2nd Avenue, Suite 3C
Gainesville, Florida 32607

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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, the undersigned Subscriber has executed these Articles of Incorporation, this 6th day of December, 1996.

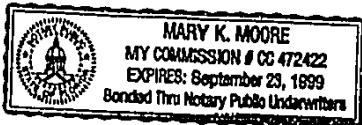


Jay S. Arnold, Subscriber (SEAL)

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 6th

day of December, 1996, by JAY S. ARNOLD.



Mary K. Moore
Notary Public, State of Florida at Large
MARY K. MOORE
Print, Type or Stamp Commissioned Name
of Notary Public

Personally known _____ OR Produced Identification ✓

Type of Identification Produced:

(✓) Current Florida Driver's license

() Other _____

My Commission Expires:

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

I HEREBY ACCEPT appointment as Registered Agent for VERNON F. MEYER AND ASSOCIATES FLORIDA, INC. on whom process may be served in the State of Florida. I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

DATED this 6th day of December, 1996.

Jay S. Arnold
Jay S. Arnold
Registered Agent