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LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

JAMES L. ADE
LYNDA R. AYCOCK
W. G. BIRCHFIELD
TIMOTHY A. BURLEIGH
CHARLES L. CRANFORD
PHILLIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM GLOCKER
MICHAEL E. GOODREAD, JR.
STEPHEN G. HALKER

ONE INDEPENDENT DRIVE - SUITE 3000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS:
POST OFFICE BOX 59
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 354-2050
TELECOPIER (904) 354-5842

SHARON ROBERTS HENDERSON
BARBARA CHRISTIE JOHNSTON
WILHELMINA F. KIGHTLINGER
MYRA LOUGHMAN
RALPH H. MARTIN
ROBERT C. MICKLER
JOHN D. MILTON, JR.
DANIEL B. NUNN, JR.
SCOTT G. SCHILDSBERG
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

November 26, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002031071--9
-12/17/96--01101--015
*****157.50 *****122.50

Re: Scott Holdings, Inc.


To Whom It May Concern:

Enclosed please find an original and one copy of fully executed Articles of Incorporation and the Articles of Amendment of the above-referenced corporation, along with our firm check in the amount of \$157.50 (\$122.50 for filing fees and \$35.00 for fees related to amending the previous articles) made payable to the Secretary of State, State of Florida. Please forward the certified copy of the Articles of Incorporation to my attention at the above address.

Please note that the companies are related. The original Scott Holdings has changed its name to Signs Just In Time, Inc., so the new corporation, Scott Holdings, may be formed.

If you should have any questions or concerns pertaining to this matter, please do not hesitate to contact me.

Sincerely,


Daniel B. Nunn, Jr.

DBN/hw
Enclosures

*2nd office
12:45*

FILED
96 DEC -2 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC -2 AM 9:01
DIVISION OF CORPORATIONS

B. REGISTER DEC 11 1996

ARTICLES OF INCORPORATION
OF
SCOTT HOLDINGS, INC.

FILED
96 DEC -2 PH 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Scott Holdings, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is c/o Bruce A. Scott,
3531 Beauclerc Circle North, Jacksonville, Florida 32257.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the

authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3531 Beauclerc Circle North, Jacksonville, Florida 32257 and the name of the initial registered agent of this corporation at that address is Bruce A. Scott. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Bruce A. Scott

ADDRESS

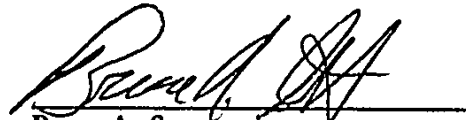
3531 Beauclerc Circle North
Jacksonville, Florida 32257

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 21 day of November, 1996.

A handwritten signature in cursive script, appearing to read "Bruce A. Scott", written over a horizontal line.

Bruce A. Scott
Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
SCOTT HOLDINGS, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Scott Holdings, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 3531 Beauclerc Circle North, Jacksonville, Florida 32257.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 21 day of November, 1996.


Bruce A. Scott
Registered Agent

FILED
96 DEC -2 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA