

P96000100984

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
96 DEC 13 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/16/96--01005--022
*****78.75 *****78.75

SUBJECT: Florida Association Management Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75.

FOR: (1) FILING FEE
(2) CERTIFICATE

FROM:

O'Bannon M. Cook
2805 St. Leonard Drive
Tallahassee, Florida 32312
904/383-0072

96 DEC 13 PM 4:04
DIVISION OF CORPORATION

Will Wait

mc 12/13/96

**ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION MANAGEMENT INC.**

The undersigned, a natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Florida Association Management Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are to engage in and transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has the authority to issue is 10,000 shares of the par value of \$.01 each. The shares are designated common stock and have identical rights and privileges in every respect.

ARTICLE FIVE

The street address of the initial principal office of the corporation is 2805 St. Leonard Drive, Tallahassee, Florida 32312. The initial mailing address of the corporation shall be the same as the initial street address.

ARTICLE SIX

Directors shall be elected by majority vote. Cumulative voting shall not be permitted.

ARTICLE SEVEN

The street address of the initial registered office of the corporation is 2805 St. Leonard Drive, Tallahassee, Florida 32312, and the name of its initial registered agent at such address is O'Bannon M. Cook.

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ARTICLE EIGHT

The number of directors constituting the initial Board of Directors is one (1); however, thereafter the By-Laws shall fix the number of directors. The name and address of the person who is to serve as director until the first annual meeting of the shareholders, and until their successors are elected and qualified, is:

Name

Address

O'Bannon M. Cook

2805 St. Leonard Drive
Tallahassee, Florida 32312

ARTICLE NINE

The name and address of the incorporator is:

Name

Address

O'Bannon M. Cook

2805 St. Leonard Drive
Tallahassee, Florida 32312

ARTICLE TEN

The corporation elects to have preemptive rights in order for the shareholders to acquire additional, unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, except to the extent limited or denied by the Florida Business Corporation Act.

ARTICLE ELEVEN

A quorum shall be present at a meeting of shareholders if the holders of a majority of the shares entitled to vote are represented at the meeting in person or by proxy.

ARTICLE TWELVE

Directors shall be elected by a plurality of the votes cast by the holders of shares entitled to vote in the election of directors at a meeting of shareholders at which a quorum is present.

ARTICLE THIRTEEN

The initial By-Laws shall be adopted by the Board of Directors. The Board of Directors may amend or repeal the By-Laws or adopt new By-Laws, unless: (1) these Articles of Incorporation or the Florida Business Corporation Act reserves the power exclusively to the shareholders in whole or part; or (2) the shareholders in amending,

repealing or adopting a particular by-law expressly provide that the Board of Directors may not amend or repeal that by-law. Unless these Articles of Incorporation or a by-law adopted by the shareholders provides otherwise as to all or some portion of the corporation's By-Laws, the corporation's shareholders may amend, repeal or adopt the corporation's By-Laws even though the By-Laws may also be amended, repealed or adopted by the Board of Directors.

ARTICLE FOURTEEN

The corporation shall indemnify directors, officers, employees and agents of the corporation to the extent set forth in the By-Laws and may indemnify such individuals to the extent permitted by the Florida Business Corporation Act. The corporation may purchase and maintain liability insurance, or make other arrangements for such obligations or otherwise, to the extent permitted by the Florida Business Corporation Act.

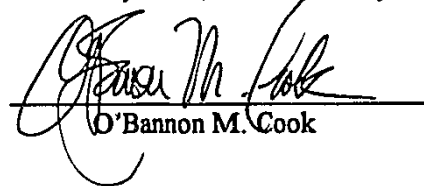
ARTICLE FIFTEEN

A director of the corporation shall not be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director unless.

1. The director breached or failed to perform his duties as a director; and
2. The director's breach of, or failure to perform, those duties constitutes:
 - A. A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
 - B. A transaction from which the director derived an improper personal benefit, either directly or indirectly;
 - C. A circumstance under which the liability provisions of Section 607.0831 of the Florida Business Corporation Act are applicable;
 - D. In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or
 - E. In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

The foregoing elimination of liability to the corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of these Articles of Incorporation, the By-Laws of the corporation, a contract or agreement, vote of directors, principle of law or otherwise. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the corporation existing at the time of the repeal or modification. In addition to the circumstances in which a director of the corporation is not liable as set forth in the foregoing provision of this Article Fifteen, a director shall not be liable to the full extent permitted by any amendment to the Florida Business Corporation Act hereafter enacted that further limits the liability of a director.

IN WITNESS WHEREOF, I have hereunto set my hand, this 13th day of December, 1996.


O'Bannon M. Cook

STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 13th day of December, 1996, by O'Bannon M. Cook, who is personally known to me.


NOTARY PUBLIC, STATE OF
FLORIDA

My commission expires:

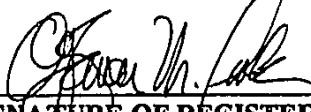
 SHERI RIOUX
COMMISSION # CC 587781
EXPIRES JUL 28, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

REGISTERED AGENT'S ACCEPTANCE

REGISTERED AGENT NAME: O'Bannon M. Cook

REGISTERED ADDRESS: 2805 St. Leonard Drive
Tallahassee, Florida 32312

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SIGNATURE OF REGISTERED AGENT
O'BANNON M. COOK

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96 DEC 13 PM 4:15
TALLAHASSEE, FLORIDA