

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9100
904-222-0355 FAX

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 195021 4175D

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P. P.

ORDER DATE : December 19, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 195021-005

CUSTOMER NO: 4175D

CUSTOMER: Ms. Peggy Parks
LEBOEUF LAMB GREENE & MACRAE

600002033766--7

Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

DOMESTIC FILING

NAME: AH ACQUISITION CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 DEC 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 DEC 19 AM 11:29
DIVISION OF CORPORATIONS

See 12/20

ARTICLES OF INCORPORATION
OF
AH ACQUISITION CORPORATION

FILED
96 DEC 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is AH Acquisition Corporation.

ARTICLE II - ADDRESS

The principal address and the mailing address of this Corporation is 1776 American Heritage Life Drive, Jacksonville, Florida 32224.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue Five Million (5,000,000) shares of common stock, all of which shall be of the par value of \$.001 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is John R. Byers.

ARTICLE V - INITIAL BOARD OF DIRECTORS


The number of Directors constituting the initial Board of Directors of this Corporation shall be three (3) and the name and address of each person who is to serve as a member thereof is:

T. O'Neil Douglas
C. Richard Morehead
W. Michael Heekin

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is John R. Byers, 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of December, 1996.



John R. Byers
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That AH Acquisition Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named John R. Byers located at 50 N. Laura Street, Suite 2800, City of Jacksonville, State of Florida, 32202, as its agent to accept service of process within Florida.

JLRB
John R. Byers
Incorporator

12/18/96
Date

FILED
96 DEC 19 AM 10:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, John R. Byers hereby agrees to act in this capacity, and John R. Byers further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

JLRB
John R. Byers

12/18/96
Date