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RUMPH, STODDARD & CHRISTIAN

ATTORNEYS AT LAW

SUITE 101 - 3100 BUILDING

3100 UNIVERSITY BOULEVARD SOUTH

JACKSONVILLE, FLORIDA 32216

J. QUINTON RUMPH
RICHARD C. STODDARD
GARY I. CHRISTIAN

TELEPHONE (904) 724-5060
FAX NO. (904) 725-4818

December 23, 1996

VIA FEDERAL EXPRESS

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Adams Consultants, Inc.

Dear Sir:

Please find enclosed an original and one copy of the Articles of Incorporation and Registered Agent Certificate of Adams Consultants, Inc.

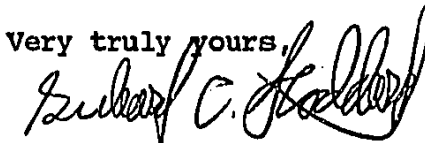
Further enclosed is our check in the amount of \$122.50 to cover the cost of filing and certified copies as follows:

Filing of Articles	\$ 35.00
Filing Registered Agent Form	35.00
Certified Copy	<u>52.50</u>

Total \$ 122.50

A self addressed stamped envelope is enclosed for your convenience in returning the certified copies to me. Thank you for your cooperation in this matter.

Very truly yours,



Richard C. Stoddard

RCS/drm
Enclosures

cc: Mr. and Mrs. Patrick M. Adams

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ADAMS CONSULTANTS, INC.

ARTICLE I

The name of this corporation is Adams Consultants,

ARTICLE II

This corporation shall have a perpetual existence.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

The street address of the office of this corporation is 11441 Beacon Drive, Jacksonville, Florida 32225, and the name of the initial registered agent of this corporation is RICHARD C. STODDARD who will accept service at Suite 101, 3100 University Boulevard South, Jacksonville, Florida 32216.

ARTICLE VI

This corporation shall have three Directors initially. The

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number of Directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial officers and Directors of this corporation are:

Julianna Adams, President/Director
11441 Beacon Drive
Jacksonville, Florida 32225

Patrick M. Adams, Secretary and Treasurer/Director
11441 Beacon Drive
Jacksonville, Florida 32225

ARTICLE VII

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

Julianna Adams
11441 Beacon Drive
Jacksonville, Florida 32225

Patrick M. Adams
11441 Beacon Drive
Jacksonville, Florida 32225

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following and in the amounts set forth opposite their name:

Julianna Adams	70 Shares
Patrick M. Adams	30 Shares

ARTICLE X

The Directors of this corporation may take action by written

consent as provided by law.

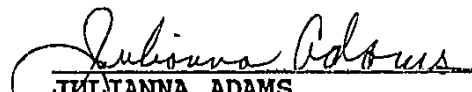
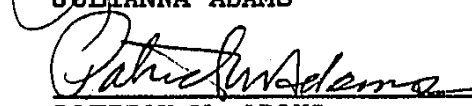
ARTICLE XI

The Board of Directors are authorized, with the approval of the stockholders, to issue stock pursuant to Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 23rd day of December, 1996.


JULIANNA ADAMS

PATRICK M. ADAMS

STATE OF FLORIDA

COUNTY OF DUVAL

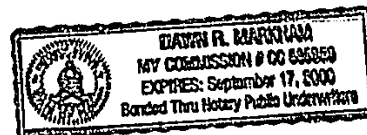
BEFORE ME personally appeared Julianna Adams and Patrick M. Adams who being by me first duly sworn, and known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same as their free act and deed for the uses and purposes therein expressed. They have produced Florida driver's licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 23rd day of December, 1996.

(SEAL)

Dawn R. Markham
Notary Public

My commission expires:

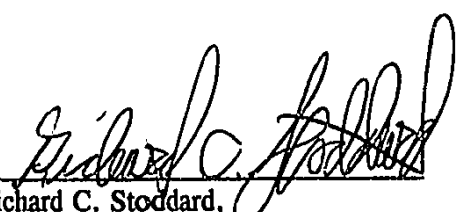


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE.
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

First, that **ADAMS CONSULTANTS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Richard C. Stoddard, Suite 101, 3100 University Boulevard, South, Jacksonville, Florida 32216, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate I do hereby agree to comply with the provisions of said Act relating to keeping said office open and to act in this capacity.


Richard C. Stoddard,
Registered Agent

Dated: December 23, 1996

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