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PURCELL, FLANAGAN & HAY, P.A.

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ONE ENTERPRISE CENTER
225 WATER STREET
JACKSONVILLE, FLORIDA 32202-4427

THOMAS K. PURCELL
TIMOTHY L. FLANAGAN
JONATHAN L. HAY
HARRIS L. BONNETTE, JR.
CLARENCE F. FRAZIER

January 8, 1997

TELEPHONE
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VIA FEDERAL EXPRESS

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

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****157.50 ****70.00

Re: Lancaster Associates, Inc.
Lancaster Associates, Ltd.

EFFECTIVE DATE
1-8-97

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation of Lancaster Associates, Inc. along with our firm check for \$70.00 for the filing fees. Please stamp and return the copy to me using the enclosed Federal Express label.

Also enclosed for filing are the original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for Lancaster Associates, Ltd., along with our firm check for \$87.50 for filing fees. Please stamp and return the copy to me using the enclosed Federal Express label.

Sincerely,

Clarence F. Frazier
Clarence F. Frazier

CFF/tvs
Enclosure

FILED
97 JAN -9 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-8-97

ARTICLES OF INCORPORATION
OF
LANCASTER ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

Section 1.1. Name. The name of this corporation shall be Lancaster Associates, Inc.

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 225 Water Street, Suite 1235, Jacksonville, Florida 32202.

Article III
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Thomas K. Purcell
225 Water Street, Suite 1235
Jacksonville, Florida 32202

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Thomas K. Purcell
225 Water Street, Suite 1235
Jacksonville, Florida 32202

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, this 7th day of January, 1997, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The name and street address of the initial directors of the corporation is:

Thomas K. Purcell
225 Water Street, Suite 1235
Jacksonville, Florida 32202

Timothy L. Flanagan
225 Water Street, Suite 1235
Jacksonville, Florida 32202

Jonathan L. Hay
225 Water Street, Suite 1235
Jacksonville, Florida 32202

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 9 day of January, 1997.



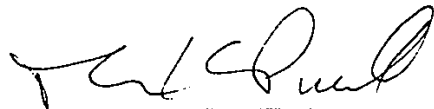
THOMAS K. PURCELL

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Lancaster Associates, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates THOMAS K. PURCELL as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 225 Water Street, Suite 1235, Jacksonville, Florida 32202.

DATED this 8 day of January, 1997.



THOMAS K. PURCELL, Incorporator

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

DATED this 8 day of January, 1997.



THOMAS K. PURCELL

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97 JAN -9 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA