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JENSEN & HOULD

ATTORNEYS AT LAW

708 NORTH THIRD STREET
POST OFFICE BOX 50457
JACKSONVILLE BEACH, FLORIDA 32240-0457

Alan C. Jensen
Stephen A. Hould

Telephone (904) 246-2500
Fax (904) 246-9960

January 8, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Brooks & Hodges Management Company

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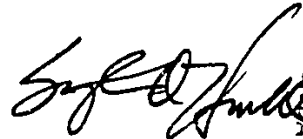
Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,

JENSEN & HOULD



Stephen A. Hould

FILED
97 JAN 10 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BROOKS & HODGES MANAGEMENT COMPANY**

FILED
97 JAN 10 AM 9:04
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation is: Brooks & Hodges Management Company.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation, which is also the mailing address of the corporation, is 2587 Bayou Ridge Court, Orange Park, FL 32065.

ARTICLE III. DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV. PURPOSES

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

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2587 Bayou Ridge Court, Orange Park, FL 32065, and the name of the initial registered agent at such address is David L. Brooks.

ARTICLE VII. INCORPORATOR

The names and addresses of the corporation's Incorporators are David C. Hodges, Jr., 2587 Bayou Ridge Court, Orange Park, FL 32065, and David L. Brooks, 2587 Bayou Ridge Court, Orange Park, FL 32065.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, we have subscribed our names this 7th day of January, 1997.

INCORPORATOR



DAVID C. HODGES, JR.

INCORPORATOR

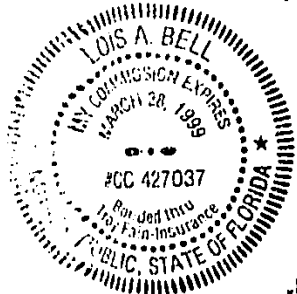


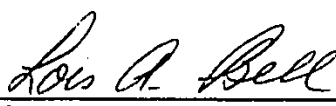
DAVID L. BROOKS

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared David C. Hodges, Jr., and David L. Brooks, to me well known to be the persons described as incorporators, or who have produced Florida driver licenses with pictures as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 7th day of January, 1997.

(Seal)





NOTARY PUBLIC, State of Florida

CERTIFICATE

FILED
97 JAN 10 AM 9:04
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes the following is submitted:

That Brooks & Hodges Management Company, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 2587 Bayou Ridge Court, Orange Park, State of Florida, has named David L. Brooks, 2587 Bayou Ridge Court, Orange Park, FL 32065, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be David L. Brooks.

David L. Brooks