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LESTER & MITCHELL, P.A.
ATTORNEYS AT LAW

DON H. LESTER
SCOTT F. MITCHELL

January 9, 1997

218 East Ashley Street
Jacksonville, FL 32202
(904) 356-5650
Telecopier (904) 356-6536

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***122.50 ***122.50

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of C&H Enterprises, Inc.

Dear Sirs:

Enclosed for filing with the Department of State are the Articles of Incorporation and Certificate Designating Registered Agent for C&H Enterprises, Inc. Our check in the amount of \$122.50 is also enclosed as payment for the filing fees.

Once a corporate number has been assigned, please advise as to the effective date, the document number and return a certified copy of the Articles in the enclosed, pre-addressed, stamped envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,

Don H. Lester

Don H. Lester

DHL/bcm
Enclosures.
SecState.Ltr

JAN 22

W97-146

FILED
97 FEB 17 PM 1:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

EFFECTIVE DATE
2-11-97

FEB 17

BSB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1997

LESTER & MITCHELL, P.A.
218 EAST ASHLEY STREET
JACKSONVILLE, FL 32202

SUBJECT: C&H ENTERPRISES, INC.
Ref. Number: W97000001462

We have received your document for C&H ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 797A00002965

LESTER & MITCHELL, P.A.
ATTORNEYS AT LAW

DOH H. LESTER
SCOTT F. MITCHELL

210 East Ashley Street
Jacksonville, FL 32202
(904) 356-5650
Telecopier (904) 356-6536

February 11, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of C&H Enterprises of Jacksonville, Inc.
Ref. No.: W97000001462

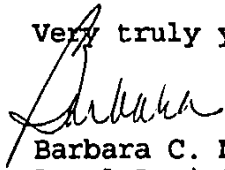
Dear Sir/Madam:

Enclosed for filing with the Department of State are the Articles of Incorporation and Certificate Designating Registered Agent for C&H Enterprises of Jacksonville, Inc. Our check in the amount of \$122.50 has previously been submitted under C&H Enterprises, Inc. which was not an available name.

Once a corporate number has been assigned, please advise as to the effective date, the document number and return a certified copy of the Articles in the enclosed, pre-addressed, stamped envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,



Barbara C. Morrison
Legal Assistant

DHL/bcm
Enclosures.
SecState.ltr

FILED

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ARTICLES OF INCORPORATION
OF
C&H ENTERPRISES OF JACKSONVILLE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I
Name

EFFECTIVE DATE
2-11-97

Section 1.1. Name. The name of the corporation shall be C&H Enterprises of Jacksonville, 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 218 East Ashley Street 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 1,000 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.

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 Don H. Lester, Esq., 218 East Ashley Street, Jacksonville, Florida 32202.

Article V
Incorporator

Section 5.1. Name and Address. The name and address of the incorporator of this corporation is Don H. Lester, Esq., 218 East Ashley Street, 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, February 11, 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 and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have two (2) director initially. The number of directors may be increased from time to time as provided in the bylaws, but shall never be less than one (1).

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

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|------------------|--|
| Charles Hartsock | 2220 Atlantic Blvd. Jacksonville, Florida 32207 |
| Paul Cunningham | 2716 Ector Road North Jacksonville, Florida 32211 |

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

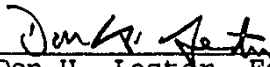
Section 9.1. Bylaws. The initial bylaws of this corporation

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 the 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 as of February 11, 1997.



Don H. Lester, Esq.

**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:

C&H Enterprises of Jacksonville, Inc., hereby designates Don
H. Lester, Esq., as its registered agent to accept service of
process within the State of Florida, and the address of its
registered office shall be 218 East Ashley Street, Jacksonville,
Florida 32202.

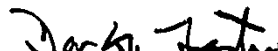
Dated as of February 11, 1997.



Don H. Lester

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 as of February 11, 1997.



Don H. Lester,

FILED
9 FEB 17 PM 1:24
CLERK OF COURT
STATE OF FLORIDA
TALLAHASSEE, FLORIDA