P97000015880

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. :   072100000032

REFERENCE :   264745   9960A

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE :   February 19, 1997

ORDER TIME :   9:29 AM

ORDER NO.   :   264745-005

CUSTOMER NO: 9960A

EFFECTIVE DATE
2-18.97

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-02/19/97--01069--014
****122.50 ****122.50

CUSTOMER: David H. Peek, Esq
            PEEK & COBB, PA

            1301 Riverplace Boulevard,
            Suite 1609,
            Jacksonville, FL 32207

DOMESTIC FILING

NAME: EXCHEQUER CHARTERS, INC.

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: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 FEB 19 PM 2: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 19 AM 9: 54
DIVISION OF CORPORATION

YR
2.19.97

ARTICLES OF INCORPORATION

OF

EXCHEQUER CHARTERS, 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 AND PLACE OF BUSINESS

Section 1.1   **Name and Place of Business.** The name of this corporation is Exchequer Charters, Inc. with its principal place of business at 16 LaVista Drive, Ponte Vedra Beach, Florida, 32082.

ARTICLE II

DURATION

Section 2.1   **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1   **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 IV

CAPITAL STOCK

Section 4.1   **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of $.01 per share.

Section 4.2   **Restrictions on Transfer of Stock.** The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3   Pre-emptive Rights. Each shareholder 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 or she 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 pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4   Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1   Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation at that address is David H. Peek.

ARTICLE VI

DIRECTORS

Section 6.1   Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2   Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

Name	Address
Gibson Durden	16 LaVista Drive Ponte Vedra Beach, Florida 32082

Section 6.3   Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

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ARTICLE VII

BYLAWS

Section 7.1   Bylaws.   The initial bylaws of this corporation shall be adopted by the board of 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 board of directors.

ARTICLE VIII

INCORPORATION

Section 8.1   Name and Address.   The name and street address of the incorporator of this corporation are:

Name	Address
David H. Peek	1301 Riverplace Boulevard, Suite 1609 Jacksonville, Florida 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles the 18th day of February, 1997.

_____
DAVID H. PEEK

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18th day of February, 1997, by DAVID H. PEEK, who is personally known to me or has produced the identification referenced below and who did not take an oath.

B KAYE BARNAUSKAS
My Commission CC433270
Expires Jan 12, 1999
Bonded by HAI
800-422 1555

Print: B. KAYE BARNAUSKAS
Notary Public, State and County
Aforesaid.
My Commission Expires:
Identification PERSONALLY KNOWN

733901/72480

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DAVID H. PEEK

Dated: February 18, 1997

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