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MURRAH, DOYLE AND WIGLE, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
MORSE BOULEVARD PROFESSIONAL CENTER
800 WEST MORSE BOULEVARD
WINTER PARK, FLORIDA 32789

February 12, 1997

KENNETH F. MURRAH
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BRUCE M. WIGLE, III

MAILING ADDRESS
POST OFFICE BOX 1328
WINTER PARK, FLORIDA 32790
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Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-02/17/97--01026--019
***122.50 ***122.50

Attn: Corporate Records Bureau

Re: IVANHOE ^{Group} COMPANY, INC.

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.


A check in the amount of \$122.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy of Certificate of Incorporation	\$52.50
Notice of Designation of Registered Agent and Acceptance	\$35.00
Total	\$122.50

FILED
97 FEB 14 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,


PATRICK W. DOYLE

PWD/kse
encs

DMC
2/18/97
~~0097 3919~~

EFFECTIVE DATE
2-8-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1997

PATRICK W. DOYLE, ESQ.
MURRAH, DOYLE AND WIGLE, P.A.
P.O. BOX 1328
WINTER PARK, FL 32790

SUBJECT: IVANHOE COMPANY, INC.
Ref. Number: W97000003919

See Attached

We have received your document for IVANHOE COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 497A00008570

ARTICLES OF INCORPORATION
OF
GROUP
IVANHOE COMPANY, INC.

FILED

97 FEB 14 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - Name

The name of the corporation is IVANHOE GROUP, INC.

EFFECTIVE DATE

2-8-97

ARTICLE 2 - Address

The street address of the initial principal office of the corporation is 550 Ivanhoe Plaza, Orlando, FL 32804. The mailing address of the corporation is the same.

ARTICLE 3 - Shares

This corporation is authorized to issue 1,000.00 shares of \$1.00 par value common shares. All issued shares must be represented by certificates.

ARTICLE 4 - Preemptive Rights

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 5 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 550 Ivanhoe Plaza, Orlando, FL 32804 and the name of the initial registered agent at that office is James W. Kersey. The written acceptance by the registered agent is attached.

ARTICLE 6 - Incorporator

The name and address of each incorporator is:

James W. Kersey 550 Ivanhoe Plaza, Orlando, FL 32804

ARTICLE 7 - Initial Board of Directors

The names and addresses of the individuals who are to serve as the initial directors are:

James W. Kersey 550 Ivanhoe Plaza, Orlando, FL 32804
Miriam S. Kersey 550 Ivanhoe Plaza, Orlando, FL 32804

ARTICLE 8 - Indemnification

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE 9 - Amendment

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.

ARTICLE 10 - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended, or repealed by the Board of Directors.

ARTICLE 11 - Date of Commencement of Corporate Existence

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporator executed these Articles of Incorporation this 8 day of February, 1997.


JAMES W. KERSEY, Incorporator

NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:
GROUP
IVANHOE COMPANY, INC., desiring to organize and qualify under the laws of the State of Florida hereby designates:

Registered Office: 550 Ivanhoe Plaza, Orlando, FL 32804

Registered Agent: James W. Kersey


JAMES W. KERSEY, Incorporator

DATED: February 8, 1997

**STATEMENT OF
ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.


JAMES W. KERSEY
REGISTERED AGENT

DATED: February 8, 1997