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POST OFFICE BOX 551069
JACKSONVILLE, FLORIDA
32255-1069
FACSIMILE (904) 296-6910
OF COUNSEL: CLARK W. TOOLE, JR.

March 10, 1997

Office of the Secretary of State
Department of Corporations
The Capitol
Tallahassee, Florida 32399-0001

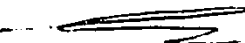
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Gentlemen:

Please file the enclosed Articles of Incorporation for Jacksonville Trade Association, Inc., returning a certified copy to me.

A check in the amount of \$122.50 is enclosed.

Very truly yours,


C. A. (Kim) White, JALA

Enclosures

FILED
97 MAR 13 AM 9:29
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

84 MAR 19 1997

**ARTICLES OF INCORPORATION
OF
JACKSONVILLE TRADE ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as the sole Incorporator under the Florida General Corporation Act, adopts the following Articles of Incorporation:

1. **NAME.** The name of this corporation is:

JACKSONVILLE TRADE ASSOCIATION, INC.

2. **DURATION AND COMMENCEMENT OF EXISTENCE.** This corporation shall exist perpetually. The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

3. **PURPOSE.** The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.

4. **CAPITAL STOCK.** The aggregate number of shares which this corporation shall have authority to issue is 1000 shares of \$1.00 par value common stock.

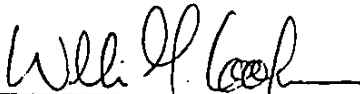
5. **PRINCIPAL OFFICE.** The principal office of the corporation is located at Post Office Box 551069, Jacksonville, Florida 32255-1069

6. **REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of the corporation is 6900 Southpoint Drive North, Suite 500 Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at such address is William G. Cooper.

7. **DIRECTORS.** The number of directors constituting the initial Board of Directors is one (1). The name and address of the initial director is William G. Cooper, Post Office Box 551069, Jacksonville, Florida 32255-1069.

8. **INCORPORATOR.** The name of the sole incorporator is William G. Cooper.

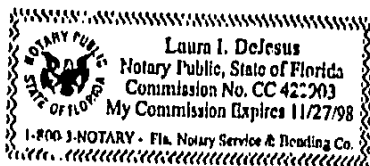
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of March, 1997.



William G. Cooper, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7 day of March, 1997 by William G. Cooper, who is personally known to me and who did not take an oath.



Laura I. DeJesus
Printed name: Laura I. DeJesus
My commission expires: 11/27/98
Commission No.: 422903

**CERTIFICATE DESIGNATING THE REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
AND NAMING THE REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

JACKSONVILLE TRADE ASSOCIATION, INC., in compliance with Chapter 48.091, Florida Statutes, and desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 6900 Southpoint Drive North, Suite 500, Jacksonville, Florida 32216, has named William G. Cooper as its registered agent to accept service of process within the State of Florida at its registered office.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said statute relative to keeping said office open from 10:00 A.M. to 12:00 noon each day except Saturdays, Sundays and legal holidays; and, further, that I am familiar with, and accept, the obligations set forth under Section 607.325, Florida Statutes.

William G. Cooper

William G. Cooper
Registered Agent

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JACKSONVILLE, FLORIDA

3.02 Number; Election; Qualification; Vacancies. The Board of Directors of the corporation shall consist of at least one member. The number of Directors may be increased or decreased from time to time by resolution adopted by the Board of Directors; provided, however, that any such decrease shall not shorten the term of any incumbent Director.

If named in the articles of incorporation as a member of the initial Board of Directors, each such person shall hold office until the first annual meeting of stockholders and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

The Directors shall be elected at the annual meeting of the stockholders by a plurality of the votes cast at such election, and shall serve until the next annual meeting of stockholders and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office only until the next election of Directors by stockholders.

3.03 Regular Meetings. A regular meeting of the Board of Directors shall be held without notice immediately upon adjournment of the annual meeting of the stockholders each year at the place where the annual meeting of the stockholders is held that year. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Florida, for the holding of additional regular meetings without other notice than such resolution.

3.04 Special Meetings. Special meetings of the Board of Directors may be held in or out of the State of Florida, and may be called at any time or place by the Chairman of the Board, the President, or by any one member of the Board.

3.05 Notice. Written notice of the time and place of special meetings of the Board of Directors shall be given to each Director either by personal delivery or by first-class mail, telegraph, or cablegram at least two days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

3.06 Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.