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ACCOUNT NO. : 072100000032
REFERENCE : 307979 4342718
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
97 MAR 26 PM 1:10
TALLAHASSEE, FLORIDA

ORDER DATE : March 26, 1997
ORDER TIME : 10:22 AM
ORDER NO. : 307979-005
CUSTOMER NO: 4342718

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-03/26/97--01094--019
****122.50 ****122.50

CUSTOMER: Robert C. Rasmussen, Esq
GLENN RASMUSSEN & FOGARTY

Suite 1300
100 South Ashley Drive
Tampa, FL 33602

DOMESTIC FILING

NAME: THE THAYER GROUP, 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: Tonya C. Holliday

EXAMINER'S INITIALS: _____

RECEIVED
97 MAR 26 AM 11:24
DIVISION OF CORPORATION

8N MAR 26 1997

GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

March 25, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: The Thayer Group, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of The Thayer Group, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Filing Registered Agent's certificate	<u>35.00</u>
TOTAL	\$122.50

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.


Robert C. Rasmussen

RCR/ad
Enclosures
cc: Bradford C. Burgess

1853-001-C Ltr Fla. Dept. of State (Thayer Group)

L.P.L. INCORPORATED
3/25/97

ARTICLES OF INCORPORATION
OF
THE THAYER GROUP, INC.

FILED
97 MAR 26 PM 1:10
SECRET
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of **THE THAYER GROUP, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: The Thayer Group, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 3231 Parkland Boulevard, Tampa, Florida 33609.

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Bradford C. Burgess	3231 Parkland Boulevard Tampa, FL 33609

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602, and the name of the corporation's initial registered agent at that address is Robert C. Rasmussen.

ARTICLE VI. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on March 25, 1997.

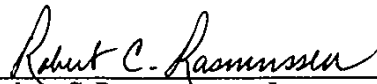
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Robert C. Rasmussen
100 South Ashley Drive, Suite 1300
Tampa, Florida 33602.

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation. This assignment is effective on the date corporate existence begins.

EXECUTED: March 25, 1997.



Robert C. Rasmussen, as Incorporator

THE THAYER GROUP, INC.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That The Thayer Group, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 100 South Ashley Drive, Suite 1300, Tampa, Florida 33602, has named Robert C. Rasmussen as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for The Thayer Group, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relatives to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: March 25, 1997.

Robert C. Rasmussen

Robert C. Rasmussen

1853-001^B Accept. Of Reg. Agnt. (Thayer Group)

FILED
97 MAR 26 PM 1:10
SEC. OF STATE
TALLAHASSEE, FLORIDA