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LOBRANO & KINCAID, P.A.

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ONE INDEPENDENT DRIVE — SUITE 1650
JACKSONVILLE, FLORIDA 32202

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HOPE ADAMS ISELEY
WYCKE HAMPTON*

March 7, 1997

TELEPHONE (904) 359-2100
FACSIMILE (904) 353-1332

*ALSO ADMITTED IN
STATE OF GEORGIA

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Michael R. Haley, Inc.

Dear Sirs:

Enclosed are the following items:

- Articles of Incorporation of Michael R. Haley, Inc.
- Our firm's check in the amount of \$122.50 in payment of the filing fees.

Please file the enclosed Articles and return a certified copy to me at your earliest convenience. Please call me if you have any questions.

Sincerely,

Sharon K. Baker
Sharon K. Baker
Legal Assistant

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-03/10/97--01035--001
*****70.00 *****70.00

800002108028--0
-03/10/97--01035--002
*****122.50 *****122.50

/skb
Enclosures

SKB

297-6095
6786
3-17-97
TK
624



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 25, 1997

LOBRANO & KINCAID PA
ONE INDEPENDENT DRIVE STE 1650
JACKSONVILLE, FL 32202

SUBJECT: MICHAEL R. HALEY, INC.
Ref. Number: W97000006786

We have received your document for MICHAEL R. HALEY, 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 document must include original signatures.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 197A00014879



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 17, 1997

LOBRANO & KINCAID PA
ONE INDEPENDENT SQ. STE 1650
JACKSONVILLE, FL 32202

SUBJECT: MICHAEL R. HALEY, INC.
Ref. Number: W97000006095

We have received your document for MICHAEL R. HALEY, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 297A00013289

ARTICLES OF INCORPORATION
OF
MICHAEL R. HALEY, 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

Section 1.1. Name. The name of the corporation is Michael R. Haley, Inc.

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 with 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 10,000 shares of common stock having a par value of \$1.00 per share.

Section 4.2. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article V

Principal Office and Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the principal office of this corporation and the initial registered office of this corporation is 3953 St. Johns Avenue, Jacksonville, Florida 32205 and the name of the initial registered agent of this corporation at that address is Michael R. Haley.

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.

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

<u>NAME</u>	<u>STREET ADDRESS</u>
Michael R. Haley	3953 St. Johns Avenue Jacksonville, Florida 32205

Section 6.3. 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 director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. 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 VII

Bylaws

Section 7.1. 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 VIII

Incorporator

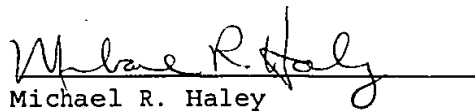
Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: Michael R. Haley, 3953 St. Johns Avenue, Jacksonville, Florida 32205.

Article IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 7th day of March, 1997.

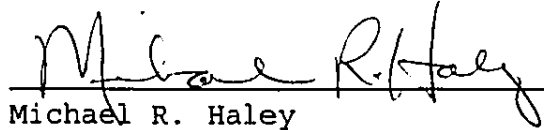

Michael R. Haley

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with FLA. STAT. SECTION 48.091, 607.034, the following is submitted.

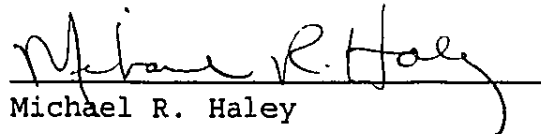
Michael R. Haley, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Michael R. Haley as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3953 St. Johns Avenue, Jacksonville, Florida 32205.

Dated: March 7, 1997


Michael R. Haley

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 7, 1997


Michael R. Haley