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ACCOUNT NO. : 072100000032

REFERENCE : 325983 121501A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 10, 1997

ORDER TIME : 10:20 AM

ORDER NO. : 325983-015

CUSTOMER NO: 121501A

CUSTOMER: C. Holt Smith, Iii, Esq
C. HOLT SMITH, III, ESQ

Suite 3301
1 Independent Drive
Jacksonville, FL 32202

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04/10/97--01055--016
****122.50 ****122.50

DOMESTIC FILING

NAME: BRYAN SERVICES, 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:

FILED
APR 10 PM 1:01
TOLSON

RECEIVED
APR 10 AM 11:40
U.S. DEPT. OF COMMERCE

8N APR 10 1997

Eff. date April 9, 97

ARTICLES OF INCORPORATION

for

BRYAN SERVICES, INC.
(a corporation)

FILED
97 MAR 10 PM 1:01
TALLAHASSEE, FLORIDA

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statutes (1995):

ARTICLE I. NAME AND ADDRESS

The name and address of the corporation is:

Bryan Services, Inc.
4848 Longbow Road
Jacksonville, Florida 32210

ARTICLE II. DURATION

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSES

This corporation is organized for the following purposes:

1. Sale at wholesale and/or retail of goods and services to business enterprises and/or to the general public.
2. To hire and/or train personnel for the purposes of carrying out these purposes.
3. To rent, lease, purchase and/or own facilities which are sufficient for the conduct and/or operation of the purposes of the corporation.
4. To transact any and all lawful business for which corporations may be incorporated or organized.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VI. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statutes (1995).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Agent of this corporation is One Independent Drive, Suite 3301, Jacksonville, Florida 32202, and the name of the initial Registered Agent of this corporation at that address is **C. HOLT SMITH, III.**

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than one (1) Director. The name and address of the initial Director of this corporation is:

Kendall G. Bryan, Jr.	4090 Hodges Blvd., #1202
	Jacksonville, FL 32224

ARTICLE IX. INCORPORATOR

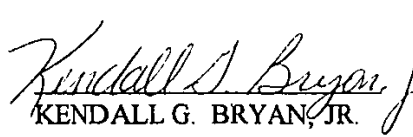
The name and address of the person signing these Articles of Incorporation is:

Kendall G. Bryan, Jr.	4090 Hodges Blvd., #1202
	Jacksonville, FL 32224

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 9 day of April, 1997, for the purpose of forming this corporation under the laws of the State of Florida.


KENDALL G. BRYAN, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

I **HEREBY CERTIFY** that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **KENDALL G. BRYAN, JR.**, who executed the foregoing instrument as Incorporator of **Bryan Services, Inc.**, a corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. he is personally known to me or has produced _____ as identification and did (did not) take an oath.

9th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this day of April, 1997.

(SEAL)


Notary Public
My Commission Expires:



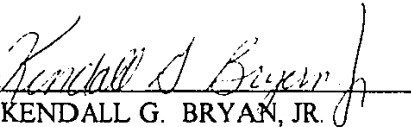
BERNICE E. KRESS
MY COMMISSION # CC465854 EXPIRES
May 21, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:


First, that **Bryan Services, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named C. HOLT SMITH, III, located at One Independent Drive, Suite 3301, City of Jacksonville, State of Florida, 32202, as its Agent to accept service of process within Florida.

Bryan Services, Inc.

By: 
KENDALL G. BRYAN, JR.

DATED: April 9, 1997

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.


C. HOLT SMITH, III
Registered Agent

DATED: April 9, 1997

FILED
97 APR 10 PM 1:01
TALLAHASSEE, FLORIDA