

THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

April 15, 1997

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/24/97--01080--009
*****70.00 *****70.00

RE: S.L. Mountjoy, Inc.
P3468425S.MOU

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for S.L. Mountjoy, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

Regina Cephas
Regina Cephas
Vice President

enc.

FILED
97 APR 22 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 23 1997
[Signature]

ARTICLES OF INCORPORATION
OF
S. L. Mountjoy, Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

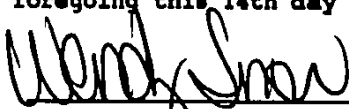
- FIRST: The name of the corporation shall be S. L. Mountjoy, Inc.
- SECOND: The address of the initial registered office of the corporation is 259 W. Canal Drive, Palm Harbor, FL 34684.
The name of the agent at said address is Sandra L. Mountjoy.
- THIRD: The principal address of the corporation is 259 W. Canal Drive, Palm Harbor, FL 34684.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act .
- FIFTH: The total authorized stock of this corporation is divided into 500 shares at no par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Sandra L. Mountjoy 259 W. Canal Drive, Palm Harbor, FL 34684.
- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market St., Wilmington, DE 19801

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TALLAHASSEE, FLORIDA

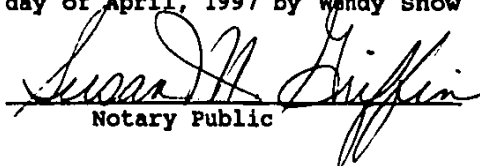
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 14th day of April, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 14th day of April, 1997 by Wendy Snow


Notary Public

SUSAN M. GRIFFIN
NOTARY PUBLIC - STATE OF DELAWARE
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by Wendy Snow, 1313 Market Street,
Wilmington, DE 19801 (302) 575-0440

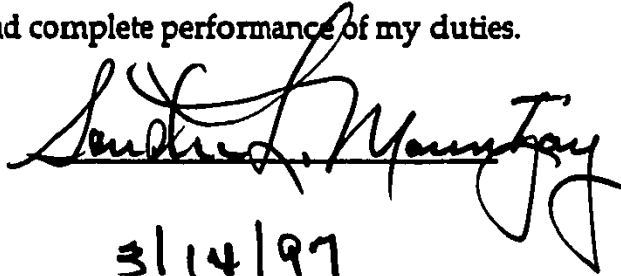
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this S. L. Mountjoy, Inc.
desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Palm Harbor, State of
Florida, has named SANDRA L. MOUNTJOY located at
259 W. CANAL DRIVE, PALM HARBOR, FLORIDA 34684
PINELLAS COUNTY as its agent for service of
process within Florida.

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.


3/14/97

Date