

KATZ, KUTTER, HAIGLER, ALDERMAN, MARKS, BRYANT & YON

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

SUE A. MORELL ALDERMAN
JOHN M. AMALE
ALAN HARRISON BRENTS
DANIEL C. BROWN
BILL L. BRYANT, JR.
NANCY M. BURKE
JONATHAN B. BUTLER
RICHARD L. CHASE
BERT L. COBB
J. H. LEON DAVIS
JOSE L. DEL ANGELES
MARTIN R. DIAZ
HELENE W. HENRY
PAUL R. HOFF
WILLIAM J. KUTTER
JOHN B. LEE
MARK E. MCLAUGHLIN
ALLAN J. KATZ
EDWARD L. KUTTER
RICHARD P. LEE
RICHARD B. LORD
JOHN C. LOVETT
CHRISTOPHER B. LUNN
JOHN R. MARKS, III

POST OFFICE BOX 6327 32302-0327
HIGHTPOINT CENTER
100 EAST COLLEGE AVENUE, 12TH FLOOR
TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 224-9634
TELECOPIER (904) 224-0801
TELECOPIER (904) 224-0781

SUNSHINE CENTRE
SUITE 1400
200 N. THIRD AVENUE
TALLAHASSEE, FLORIDA 32301
TELEPHONE (904) 422-0400
TELECOPIER (904) 422-0553

TRAVIS L. MILLER
BRIAN M. NUGENT
BRUCE D. PLATT
ARTHUR L. STERN, III
LISA D. STREAM
HARRY O. THOMAS
GARY P. TIMIN
J. LARRY WILLIAMS
DAVID A. YON
PAUL REIGLER

OF COUNSEL
EDWARD S. JAFFE
PATRICK F. MARONEY
CRAIG A. MILLER
GOVERNMENTAL CONSULTANTS
PAT GRIFFITH O'CONNELL
CLINT SMAWLEY
GERALD C. WESTER
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR
J. ANDREW KELLER, III, C.P.A.

May 15, 1997
REPLY TO TALLAHASSEE

Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 323301

RE: Jefferson Capitol Holdings, Inc.

2000002180392--7
-05/15/97--01108--0004
****175.00 ****175.00

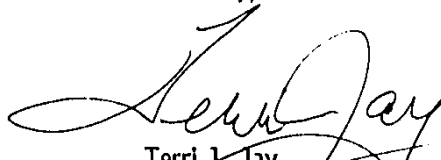
Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$175.00 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
2 Certified coies	\$105.00
Registered agent fee	\$ 35.00

Please file the original of the enclosed Articles of Incorporation and I will pick up the copies when they have been processed.

Sincerely,


Terri J. Jay
Assistant to Travis L. Miller

K.R. MAY 16 1997

97-MAY 15 PM 2:34
RECEIVED

**ARTICLES OF INCORPORATION
OF
JEFFERSON CAPITOL HOLDINGS, INC.**

The undersigned, incorporator who is a citizen of the United States and more than 18 years of age, desiring to form a corporation under Chapter 607, Florida Statutes and other applicable laws of the State of Florida, does hereby certify:

ARTICLE I

The name of this corporation (which is hereinafter called the "Company") shall be:

JEFFERSON CAPITOL HOLDINGS, INC.

The principal office of the Company shall be located at 1031 West Morse Boulevard, Winter Park, Florida 32789. The Board of Directors may establish such other offices or change the principal office as they deem appropriate.

ARTICLE II

The Company may engage in any lawful business or activity for which a corporation may be organized under the laws of Florida, including any acts or activities incidental to such business.

ARTICLE III

The Company shall have perpetual existence, unless sooner dissolved as provided for by the laws of Florida.

ARTICLE IV

The authorized capital stock of the Company shall be divided into one hundred thousand (100,000) shares with \$0.01 par value. Such stock shall be of a single class.

ARTICLE V

The street address of the initial registered office of this Company in the State of Florida is 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is Travis L. Miller. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VI

Unless otherwise provided by shareholder agreement, the Board of Directors of the Company shall conduct the affairs of the Company and shall consist of one or more directors, the exact number of which shall be from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the Company. The names and addresses of the initial Board of Directors of the Company, who shall hold office until the first annual meeting of stockholders, which shall be held not later than one year from the date of incorporation of the Company, and until their successors have been duly elected and qualified, are as follows:

Terence R. McAuliffe
7527 Old Dominion Drive
McLean, VA

Claudia J. Kennedy
Quarters 21-2
Ft. McNair, Washington, D.C.

Charles H. Lydecker
18 Broad River Road
Ormond Beach, FL

George I. Pollack
10102 NW 13 Court
Plantation, FL

William A. Kerr
910 Cumberland Road
Pittsburgh, PA

Jack F. Moore
420 Seventh Street NW
Washington, D.C.

In addition to the powers and authority herein or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company, subject to the provisions of the statutes of Florida, this Certificate of Incorporation, and the Bylaws of the Company; provided, however, that no Bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

ARTICLE VII

The name and address of the incorporator, is:

Travis L. Miller
106 East College Avenue, Suite 1200
Tallahassee, FL 32399

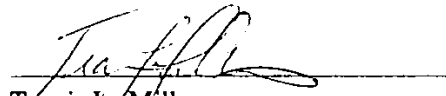
ARTICLE VIII

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Company may be kept (subject to any limitations provided by Florida law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Company.

ARTICLE IX

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation under the laws of the State of Florida this 15 day of May, 1997


Travis L. Miller

STATE OF FLORIDA
COUNTY OF _____

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, TRAVIS L. MILLER, to me personally known as identification and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 5 day of May, 1997

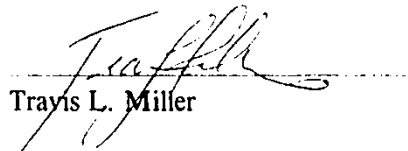

Notary Public
My Commission Expires: _____
Commission Number: _____



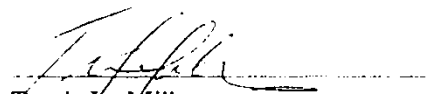
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 607.034, the following is submitted:

JEFFERSON CAPITOL HOLDINGS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301, as its initial Registered Office and has named Travis L. Miller located at said address as its initial Registered Agent.


Travis L. Miller

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Travis L. Miller
Registered Agent

97 MAY 15 PM 4:31