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OF COUNSEL: CLARK W. TOOLE, JR.

May 13, 1997

Office of the Secretary of State
Department of Corporations
The Capitol
Tallahassee, Florida 32399-0001

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-05/14/97--01107--009
****122.50 ****122.50

Re: Ultimate Access Consulting, Inc.


Gentlemen:

Please file the enclosed Articles of Incorporation and return a certified copy to me.

A check in the amount of \$122.50 is enclosed. Feel free to call me if you have any questions.

DMC
5/16/97

Very truly yours,



C. A. (Kim) White, ALA

Enclosure

FILED
97 MAY 14 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ULTIMATE ACCESS CONSULTING, INC.**

FILED
97 MAY 14 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator under the Florida General Corporation Act, adopts the following Articles of Incorporation:

1. NAME. The name of this corporation is ULTIMATE ACCESS CONSULTING, INC.

2. DURATION AND COMMENCEMENT OF EXISTENCE. This corporation shall exist perpetually. The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

3. PURPOSE. The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.

4. CAPITAL STOCK. The aggregate number of shares which this corporation shall have authority to issue is 1000 shares of \$1.00 par value common stock.

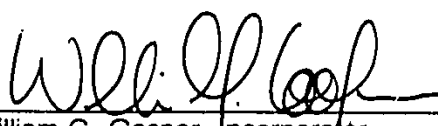
5. PRINCIPAL OFFICE. The principal office of the corporation is located at 281 Linkside Circle, Ponte Vedra Beach, Florida 32082.

6. REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 281 Linkside Circle, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at such address is Gary V. Kinkade.

7. DIRECTORS. The number of directors constituting the initial Board of Directors is one (1). The name and address of the initial director is Gary V. Kinkade, 281 Linkside Circle, Ponte Vedra Beach, Florida 32082.

8. INCORPORATOR. The name of the sole incorporator is William G. Cooper, P. O. Box 551069, Jacksonville, Florida 32255-1069.

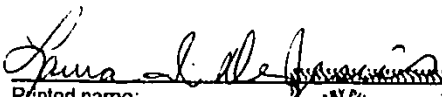
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of May, 1997.



William G. Cooper, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6th day of May, 1997 by William G. Cooper, who is personally known to me and who did not take an oath.


Printed name: Laura I. DeJesus
My commission expires: 11/27/98
Commission No.: CC 422903
My Commission Expires 11/27/98
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

**CERTIFICATE DESIGNATING THE REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
AND NAMING THE REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

Ultimate Access Consulting, Inc., in compliance with Chapter 48.091, Florida Statutes, and desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 281 Linkside Circle, Ponte Vedra Beach, Florida 32082, has named Gary V. Kinkade as its registered agent to accept service of process within the State of Florida at its registered office.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said statute relative to keeping said office open from 10:00 A.M. to 12:00 noon each day except Saturdays, Sundays and legal holidays; and, further, that I am familiar with, and accept, the obligations set forth under Section 607.325, Florida Statutes.


Gary V. Kinkade
Registered Agent

FILED
1997 MAY 14 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA