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GARRARD & GARRARD
CERTIFIED PUBLIC ACCOUNTANTS

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Members of:
American Institute of
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May 29, 1997

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Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

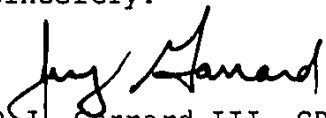
Dear Sirs:

Please find attached the Articles of Incorporation for
Access Data Processing, Inc.. Your timely attention to the
filing of this document will be appreciated.

Attached also is a check in the amount of \$122.50 to cover
the initial filing fee and the additional cost of the returned
Certified Copy.

For questions or additional information, please call (904)
733-1040.

Sincerely.


O. J. Garrard III, CPA

OJG:rrr

Attachments

FILED
97 JUN -2 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUN 5 1997

FILED

97 JUN -2 PM 1:12

ARTICLES OF INCORPORATION
OF
ACCESS DATA PROCESSING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned subscribers to these Articles of Incorporation are natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

ACCESS DATA PROCESSING, INC.

ARTICLE II. NATURE OF BUSINESS

The general character of the business to be transacted by this corporation is:

1. To provide analysis, design, programming, documentation and maintenance for software systems. To provide consulting services for system development and implementation. To provide hardware and software recommendations. To provide personal computer hardware and software. To provide office automation and other data processing services and to provide training on software and hardware systems.
2. Own and Transfer Real and Personal Property. Purchase, receive, own, hold, improve, and use real and personal property, or any interest in real or personal property wherever situated, and sell, convey, lease, exchange, transfer, mortgage, or pledge, any of Corporation's real property and other assets, or any interest in Corporation's real property and other assets.
3. Engage in Real Estate Business. Engage generally in the real estate business as principal, agent, broker, or any other lawful capacity, and generally take, lease, purchase, or otherwise acquire, and own, use hold, sell convey exchange, lease, mortgage, work, clear, improve, develop, divide, and handle, manage, operate, deal in and dispose real property of any nature together with the improvements on and any interest or right in the real property take, pledge, mortgage, and deal in and dispose of, as principal, agent, broker, or in any other lawful capacity, such personal property, chattels, chattel real, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of and acquire, purchase, sell assign, transfer, dispose of and generally deal in and with, as principal, agent, broker, or in any other lawful capacity, mortgages and other interests in real, personal, and mixed properties carry on a general construction, contracting, building and realty management business as principal, agent, representative, contractor, subcontractor, or in any other lawful capacity.

processes and any improvements and modifications; thereof, (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade names, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America, the District of Columbia, any state or subdivision thereof, and any commonwealth, territory, agency or instrumentality of the United States of America and of any foreign country, and all rights connected therewith or appertaining; thereto, (c) franchises, licenses, grants and concessions.

5. Own and Deal in Securities. Guarantee, purchase, take, receive, subscribe for, and otherwise acquire, own, hold, use, sell, lease, exchange, transfer, and otherwise dispose of securities, (which term includes any shares of stock, bonds, debentures, notes, mortgages, other obligations, and any certificates, receipts or other instruments representing right to receive, purchase or subscribe for the same, or representing any other rights or interests therein or in any property or assets) of any persons, domestic and foreign firms, associations, and corporations, and by any government or agency or instrumentality thereof; make payment therefor in any lawful manner; and, while owner of any securities, exercise any and all rights, powers and privileges; in respect thereof, including the right to vote.
6. Acquire Going Businesses. Acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the State of Florida; pay for the same in cash, property or corporation's own other securities; hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith; assume or guaranty performance of any liabilities, obligations or contracts of such persons firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.
7. Lend Money. Lend money in furtherance of Corporation's purposes and invest and reinvest Corporation's funds from time to time to such extent, to such persons, firms, associations, corporations, governments or agencies or instrumentalities; thereof, and on such terms and on such security, if any, as the Board of Directors of Corporation may determine.
8. Make Contracts of Guaranty and Suretyship. Make contracts of guaranty and suretyship of all kinds and endorse or guarantee the payment of principal, interest or dividends upon, and guaranty the performance of sinking fund or other obligations of, any securities, and guaranty in any way permitted by law the performance of any of the contracts or other undertakings in which Corporation may otherwise be or become interested, or any persons, firm, association, corporation, government or agency or instrumentality; thereof, or of any other combination, organization, or entity.
9. Borrow Money and Issue Instruments of Indebtedness. Borrow money without limit as to amount and at such rates of interest as Corporation may determine; from time to time issue and sell Corporation's notes, bonds, debentures, and other obligations, in amounts, on terms and conditions, for purposes and for prices, now or hereafter permitted by the laws of the State of Florida and by this certificate of incorporation, as the Board of Directors of Corporation may determine, and to

limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking, or arrangement which Corporation would have power to conduct by itself, whether or not such participation involves sharing or delegating control with or to others.

11. Issue Negotiable Instruments. Draw, make, accept, endorse, discount, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidence of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.
12. Deal in Own Securities. Purchase, receive, take, reacquire or otherwise acquire, own and hold, sell, lend, exchange, reissue, transfer, or otherwise dispose of, pledge, use, cancel, and otherwise deal in, and with Corporation's shares and its other securities from time to time to the extent in the manner and upon terms determined by the Board of Directors; provided that Corporation shall not use its funds or property for the purchase of its own share of capital stock when its capital is impaired or when the purchase would cause any impairment of Corporation's capital, except to the extent, in the manner and upon terms determined by the Board of Directors; provided that Corporation shall not use its funds or property for the purchase of its own shares of capital stock when its capital is impaired or when the purchase would cause any impairment of Corporation's capital, except to the extent permitted by law.
13. Organize Subsidiary Corporations. Organize, as an incorporator, or cause to be organized under the laws of the State of Florida or of any other State of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conduction and promoting any business or purpose for which corporations may be organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, would up, liquidated, merged, or consolidated.
14. Conduct Business Anywhere in World. Promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and conduct Corporation's business in all or any of its branches as principal, agent, broker, factor, contractor, and in any other lawful capacity, either alone or through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations, and other entities in any part of the world, and, in conducting Corporation's business and promoting any of its purposes, maintain offices, branches, and agencies in any part of the world, make and perform any contracts and do any acts and things, and carry on any business, and exercise any powers and privileges suitable, convenient, or proper for the conduct, promotion, and attainment of any of the business and purposes herein specified or which at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any of such business and purposes and which might be engaged in or carried on by a corporation incorporated or organized under the laws of the State of Florida and have and exercise all of the powers conferred by the laws of the State of Florida upon corporations incorporated or organized under the laws of that State.
15. Enumeration of Purposes and Powers Not Limiting. The provisions of this

to, or interference from, the terms of any provision of this or any other Article of this certificate of incorporation; provided that Corporation shall not conduct any business, promote any purpose, or exercise any power or privilege with or without the State of Florida which, under its laws, Corporation may not lawfully conduct, promote, or exercise.

ARTICLE III. SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of the shareholders will be held on the 1st day of December in each year, beginning with the year 1997 at 9:00 a.m. or at any other time and day within that month that is fixed by the board of directors, for the purpose of electing directors and for the transaction of any other business that may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Florida, the meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated for any annual meeting of the shareholders or at any adjournment of the meeting, the board of directors shall call for the election to be held at a special meeting of the shareholders as soon thereafter as possible.

Section 2. Special Meetings. Special Meetings of the shareholders, for any purpose, may be called by the president or by the board of directors. A special meeting must be called by the president if requested by the holders of not less than 49% percent of all outstanding shares of the corporation entitled to vote at the meeting. The provisions of this Section are subordinate to any statutory provisions which may require a different procedure.

Section 3. Meeting Place. The board of directors may designate any place within or without the State of Florida, as the meeting place for any annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, within or without the State of Florida as the place for the meeting described in the waiver. If no designation is made, or if a special meeting is called in a different manner than that described in this Section, the place of meeting shall be the principal office of the corporation in the State of Florida.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten nor more than 50 days before the date of the meeting, either personally or by mail, to each shareholder of record entitled to vote at the meeting. If mailed, the Notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage prepaid. The provisions of this Section are subordinate to any statutory provisions which may require a different procedure.

Section 5. Closing of Transfer Books or Fixing of Record Date. To determine which shareholders are entitled to:

- (a) Notice of any meeting;
- (b) Vote at any meeting;
- (c) Receive payment of any dividend;

or to identify shareholders for any other purpose, the board of directors may close the stock transfer books for a stated period not to exceed 50 days. If the stock transfer books are closed to determine which shareholders are entitled to notice of or to vote at a meeting of shareholders, the books must be closed for at least ten days immediately before the meeting. In lieu of closing the stock transfer books, the board of directors may, in its discretion, determine the list of shareholders entitled to notice of or to vote at a meeting of shareholders.

dividend is adopted, shall be the record date for the determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Section, the determination shall apply to any adjournment of the meeting.

Section 6. Voting Record. The officer or agent in charge of the stock transfer books of the Corporation will make a complete record of the shareholders entitled to vote at each meeting of shareholders, or any adjournment of the meeting, arranged in alphabetical order, with each shareholder's address and the number of shares held by each shareholder. These records will be produced and kept open at the time and place of the meeting and will be subject to the inspection of any shareholder during the whole time of the meeting.

Section 7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of shareholders. If there are less than a majority of the shares represented at a meeting, a majority of the shares represented may adjourn the meeting without further notice. At an adjourned meeting where a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Section 8. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his authorized attorney-in-fact. A proxy must be filed with the secretary of the corporation before or at the time of the meeting. No proxy will be valid after 11 months from the date of its execution, unless the proxy provides otherwise.

Section 9. Voting of Share. Except for cumulative voting for directors if permitted by these bylaws, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to shareholders.

Section 10. Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by the officer, agent or proxy prescribed by that corporation's bylaws, or, in the absence of a bylaw provision, as the board of directors of that corporation determines.

Shares held by an administrator, executor, guardian, or conservator may be voted by him, either in person or by proxy, without transferring the shares into his name. Shares standing in the name of a trustee may be voted by the trustee either in person or by proxy, but not trustee shall be entitled to vote shares held by him without transferring the shares into his name.

Shares standing in the name of a receiver may be voted by the receiver. Shares held by, or under the control of a receiver, may be voted by the receiver without transferring them into his or her name if there is authority to do so contained in the court order by which such receiver was appointed.

A shareholder whose shares are pledged will be entitled to vote them until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Treasury shares of its own stock held by the corporation, and shares held by another corporation, if the corporation holds a majority of the shares entitled to vote for the election of directors of such other corporation, will not be voted at any meeting, nor counted in determining the total number of outstanding shares for the purpose of any meeting.

Section 11. Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the shareholders entitled to vote on the

to vote, or to cumulate his votes by giving one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or by distributing that number of votes among any number of candidates.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation will be managed by the board of directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be three. Each director shall hold office until the next annual meeting of shareholders and until his successor has been elected and qualified. Directors need not be residents of the State of Florida or shareholders of the corporation.

Section 3. Regular Meetings. A regular meeting of the board of directors will be held without any notice other than this bylaw immediately after, and at the same place as, the annual meeting of shareholders. The board of directors may fix, by resolution, the time and place, either within or without the State of Florida of additional regular meetings without any notice other than the resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person(s) authorized to call special meetings of the board of directors may fix the time and place, either within or without the State of Florida, of any special meeting of the board of the directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least seven days in advance in writing, delivered personally or mailed to each director at his business, address, or by telegram. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, addressed, with postage prepaid. If notice is given by telegram, the notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of that meeting, unless the director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. A majority of the number of directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority is present at a meeting, a majority, of the directors present may adjourn the meeting without further notice.

Section 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if a consent in writing, stating the action to be taken, is signed by all of the directors.

Section 9. Vacancies. Any vacancy in the board of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the board of directors for a term of office continuing only until the next election of directors by the shareholders.

preclude any director from serving the corporation in any other capacity and receiving compensation for that service.

Section 11. Presumption of Assent. A director of the corporation is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the taken, unless his dissent appears in the minutes of the meeting, or unless he files his written dissent to the action with the person acting as the secretary of the meeting before the adjournment, or forwards his dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. This right to dissent does not apply to a director who voted in favor of the action.

ARTICLE V. OFFICERS

Section 1. Number. The officers of the corporation shall be a president, one or more vice-presidents (the number to be determined by the board of directors), a secretary, and a treasurer, each of whom shall be elected by the board of directors. Other officers and assistant officers may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office. The offices of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors following the annual meeting of the shareholders. If the election of officers is not held at that meeting, the election shall be held as soon as convenient. Each officer shall hold office until his successor has been elected and has qualified or until he dies, resigns or has been removed in the manner provided in Section 3 of this Article.

Section 3. Removal. Any officer or agent may be removed by the board of directors whenever in its judgement the removal will serve the best interests of the corporation.

Section 4. Vacancies. A vacancy in any office for any reason may be filled by the board of directors for the unexpired portion of the term.

Section 5. President. The president is the principal executive officer of the corporation and, subject to the control of the board of directors, will supervise and control all of the business and affairs of the corporation. He will preside at all meetings of the shareholders. He may sign, with the secretary or any other officer of the corporation authorized by the board of directors, certificates for shares of the corporation as well as deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president may not sign these documents where their signing and execution has been expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation or where the law of the State of Florida requires the documents to be signed or executed by others. In general, he will perform all duties incident to the office of president and all other duties as may be prescribed by the board of directors.

Section 6. The Vice-President. In the president's absence, death, or inability or refusal to act, the vice-president (or in the event there is more than one vice-president, the vice-president in the order designated at the time their election; or in the absence of any designation, then in the order of their election; or in the absence of any designation, then in the order of their election) shall perform the duties of the president. When the vice-president is acting as president, he shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president may sign with the secretary or an assistant secretary, certificates for shares of the corporation and perform any other duties that may be assigned by the president or by the board of directors.

by law; (c) be custodian of the corporate records and of the corporation's seal and see that the corporation's seal is affixed to all documents that must be executed under its seal; (d) keep a register of the address of each shareholder which has been given to the secretary by each shareholder; (e) sign with the president, or a vice-president, certificates of shares of the corporation; (f) have general charge of the stock transfer books of the corporation; and (g) perform all duties incident to the office of secretary and any other duties that may be assigned by the president or by the board of directors.

Section 8. The Treasurer. The treasurer shall: (a) have charge and custody of all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source and deposit all the corporation's monies in the name of the corporation in the banks, trust companies or other depositories that are selected in accordance with the provisions of these bylaws; and (c) in general perform all of the duties incident to the office of treasurer and any other duties incident to the office of treasurer and any other duties that may be assigned by the president or by the board of directors. If required by the board of directors, the treasurer will give a bond for the faithful discharge of his duties in a specified sum and with the surety or sureties designated by the board of directors.

Section 9. Assistant Secretaries and Assistant Treasurers. The assistant secretaries, when authorized by the board of directors, may sign with the president or a vice-president certificates for shares of the corporation whose issuance, has been authorized by a resolution of the board of directors. The assistant treasurer shall, if required by the board of directors, give bonds for the faithful discharge of their duties in specified sums and with sureties designated by the board of directors. In general, the assistant secretaries and assistant treasurers will perform those duties that are assigned to them by the secretary, or the treasurer, or by the president, or the board of directors.

Section 10. Salaries. The salaries of the officers will be fixed by the board of directors. No officer shall be denied a salary because he is also a director of the corporation.

ARTICLE VI. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The board of directors may authorize one or more officers or agents to enter into any contract or execute and deliver any instrument on behalf of the corporation. This authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. This authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence or indebtedness issued in the corporation's name shall be signed by the officers and/or agents of the corporation in the manner authorized by resolution of the board of directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in banks, trust companies, or other depositories that the board of directors selects.

ARTICLE VII. CERTIFICATES FOR SHARES AND THEIR

president or a vice-president and by the secretary or an assistant secretary and sealed with the corporation seal or a facsimile. The officers' signatures upon a certificate may be facsimiles if the certificate is manually signed by the corporation's transfer agent or registrar. Each certificate will be consecutively numbered or otherwise identified. The name and address of each person to whom certificates are issued, with the number of shares represented by the certificate and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate will be issued until the former certificate for a like number of shares has been surrendered and canceled. In case of a lost, destroyed or mutilated certificate, a replacement may be issued upon the terms and indemnity to the corporation as the board of directors may prescribe.

Section 2. Transfer of Shares. Transfer of the corporation's shares will be entered in the corporation's stock transfer books only when authorized by the holder of record or the holder's legal representative, who shall provide proper evidence of his authority filed with the corporation's secretary. No transfer of shares will be entered in the stock transfer book unless the certificate representing the shares has been surrendered for cancellation. The person or entity in whose name shares are entered in the stock transfer ledger shall be deemed to be the owner of the shares for all purposes.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE IX. DIVIDENDS

The board of directors may declare and the corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the corporation's Articles of Incorporation.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice must be given to any shareholder or director of the corporation under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the law of the State of Florida, a waiver of notice signed by the person or persons entitled to the notice, whether before or after the time set out in the notice, is equivalent to the giving of notice.

ARTICLE XI. AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the board of directors at any regular or special meeting of the board of directors.

ARTICLE XII. CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stocks, each having no par value. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the shareholders of this corporation at any regular or special meeting.

ARTICLE XIII. INITIAL STOCK

1. The total amount of the authorized capital stock of the corporation is one thousand (1000) shares of common stock having no par value.
2. The minimum amount of the capital with which this corporation shall begin business is one thousand (\$1000.00) dollars.

ARTICLE XIV. TERM

This corporation shall have perpetual existence.

ARTICLE XV. ADDRESS

The principal place of business of the corporation shall be 7886 Red Clover Court, Jacksonville, FL 32256

ARTICLE XVI. OFFICERS

The name and address of the officers of this corporation who, subject to the provisions of the Articles of Incorporation, and the bylaws of this corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Michael L. Brinson	President	7886 Red Clover Court Jacksonville FL 32256

ARTICLE XVII. DIRECTORS

This corporation shall have not less than one (1) director who shall be responsible for managing the affairs of the corporation. The initial director (who shall serve until his successors have been duly qualified and elected in accordance with the corporation's bylaws) shall be the person listed above in Article XVI as president. The director will be elected at the annual meeting of the corporation.

ARTICLE XVIII. SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows: Michael L. Brinson, 7886 Red Clover Court, Jacksonville, FL, 32256

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the officers, proposed by them to the shareholders, and approved at a shareholder's meeting by at least a majority of the shareholders entitled to vote; thereon, unless all officers and all shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is to be made.

provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or become a director in this corporation.

The shareholders, or any two or more of them, may, by agreement recorded in the minute book of this corporation, impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they see fit. The bylaws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statute and laws of the State of Florida when such bylaw is adopted or amended.

Any subscriber or shareholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors shall be conclusively deemed to have received proper notice of such meeting unless he makes objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of the directors, or between the corporation and any firm or which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such directors at the meeting of the board of directors of the corporation, which acts upon, or referenced to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

ARTICLE XX. INDEMNITY

This corporation is authorized to indemnify any director, officer or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to a matter as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation now involved in the matter in controversy (whether or not a quorum) that it is in the interests of this corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the bylaws or otherwise.

ARTICLE XXI. INITIAL SHAREHOLDERS

