

FROM KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P.

07 JUL 1997 15

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((H97000010944 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P.
CONTACT: BETTY WILSON
PHONE: (904)354-4141

ACCT#: 070372002675

FAX #: (904)358-2199

NAME: ACME PARTNERS HOLDING COMPANY

AUDIT NUMBER.....H97000010944

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P.
CONTACT: BETTY WILSON

ACCT#: 070372002675

QW 7-3-97

07/000010944 1

James L. Main, Esquire

P. O. Box 1559

Jacksonville, FL 32201-1559

(904) 354-4141

Florida Bar No. 193367

ARTICLES OF INCORPORATION

OF

ACME PARTNERS HOLDING COMPANY

97 JUL -2 AM 8 16
FILED
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Acme Partners Holding Company, and the principal business address of the Corporation is 1854 River Road, Jacksonville, Florida 32207.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence upon the date of execution of the Articles of Incorporation which is July 2, 1997, and shall be filed with the Secretary of State within 5 business days from said date. This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL

This Corporation is authorized to issue 1,000 shares of Common Stock, all of which shall be of the par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 2000, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Kirschner, Main, Graham, Tanner & Demont, a Professional Association.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of the person who is to serve as member thereof is:

<u>Name</u>	<u>Address</u>
Kathryn Davis Umberger	1854 River Road Jacksonville, Florida 32207

The number of directors may be increased or decreased by the Shareholders or the Bylaws.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James L. Main, Esq.	One Independent Drive Suite 2000 Jacksonville, Florida 32202

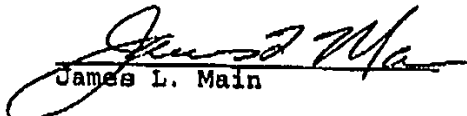
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of July, 1997.


James L. Main

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

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

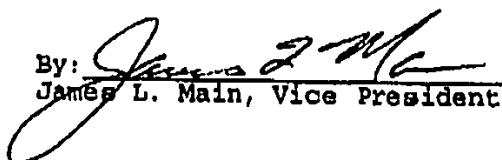
First, that ACME PARTNERS HOLDING COMPANY, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Kirschner, Main, Graham, Tanner & Demont, a Professional Association as its agent to accept service of process within Florida.


James L. Main

Date: July 2, 1997

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Kirschner, Main, Graham, Tanner & Demont, a Professional Association hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Kirschner, Main, Graham, Tanner & Demont,
a Professional Association

By: 
James L. Main, Vice President

Date: July 2, 1997

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TALLAHASSEE, FLORIDA

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