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PR NO. 3544141

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P. ACCT#: 070372002675  
CONTACT: BETTY WILSON  
PHONE: (904)354-4141 FAX #: (904)358-2199

NAME: R.O.C.K. & ASSOCIATES, INC.  
AUDIT NUMBER.....H97000011017  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
CERT. COPIES.....1 DEL.METHOD.. FAX  
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James L. Main, Esq.

P. O. Box 1559

Jacksonville, FL 32201-1559

(904) 354-4141

Florida Bar No. 193367

ARTICLES OF INCORPORATION

OF

R.O.C.K. & ASSOCIATES, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of this Corporation is R.O.C.K. & Associates, Inc., and the principal business address of the Corporation is 116 Citrus Lane, Ponte Vedra Beach, Florida 32082

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 3, 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 \$.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered offices 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, Professional

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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 the member thereof is:

<u>Name</u>	<u>Address</u>
Edward A. Keith	116 Citrus Lane Ponte Vedra Beach, Florida 32082

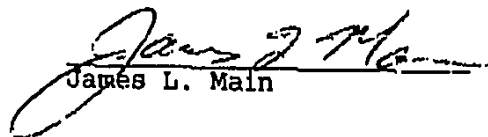
The number of directors may be increased or decreased by the Shareholders or the Bylaws.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of July, 1997.

  
James L. Main

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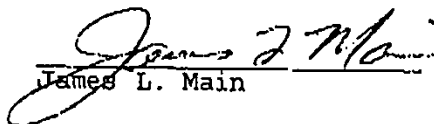
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

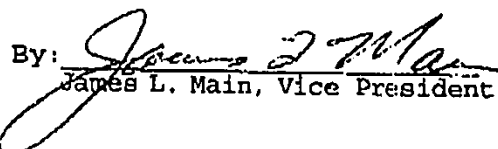
First, that R.O.C.K. & Associates, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Ponte Vedra Beach, State of Florida, has named Kirschner, Main, Graham, Tanner & Demont, Professional Association as its agent to accept service of process within Florida.

  
James L. Main

Date: 7-3-97

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, 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, Professional  
Association

By:   
James L. Main, Vice President

Date: 7-3-97

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