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TO: DIVISION OF CORPORATIONS

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FAX #: (850) 922-4001

FROM: FOLEY & LARDNER

7-7-97

CONTACT: KAREN PETERSON *Sonya Sowards*

ACCT#: 072720000061

PHONE: (904) 359-2000

FAX #: (904) 359-8700

NAME: ~~FREEDOM CENTER ONE, INC.~~ *FEE-JV, INC.*

AUDIT NUMBER.....H97000011066

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

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PAGES..... 5

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1997

EMPIRE

SUBJECT: FREEDOM CENTER ONE, INC.
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FEC-JV. h2

ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

7-7-97

FCC-JV, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is FCC-JV, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 1650 Prudential Drive, Suite 100, Jacksonville, Florida 32207.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by:

Charles E. Commander III, Esquire

Florida Bar No. 94179

Foley & Lardner

200 Laura Street, Post Office Box 240

Jacksonville, Florida 32201-0240

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ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is Charles E. Commander III.

ARTICLE 6

DIRECTORS

Section 6.1 Number. This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
J. Reid Horne	1461 Valley View Road Atlanta, GA 30338
E. Douglas Henrick, Jr.	316 Dunbarton Drive St. Simons Island, GA 31522
John K. Sisk	4217 Ortega Boulevard Jacksonville, FL 32210

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ARTICLE 7

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

NameAddress

Charles E. Commander III

200 Laura Street North, Third Floor
Jacksonville, Florida 32202

ARTICLE 9

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

SENT BY:(804)359-2000

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IN WITNESS WHEREOF, the incorporator has executed these Articles on July
1, 1997.


Charles E. Commander III, Incorporator

SENT BY:(904)359-2000

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.


Charles E. Commander III

Date: July 7, 1997

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