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September 24, 1997

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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: CORNELL & ASSOCIATES OF NORTH FLORIDA, INC.

Gentlemen:

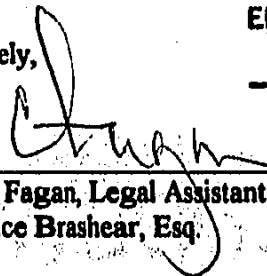
Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Upon filing should you determine that this corporation's name is too similar to that of an existing corporation, please call this office collect before returning the enclosed documents.

Also enclosed, please find our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,


Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

EFFECTIVE DATE

09-24-97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 25 AM 2:31

FILED

Enclosures

J. Nedreau SEP 26 1997

**ARTICLES OF INCORPORATION
OF
CORNELL & ASSOCIATES OF NORTH FLORIDA, INC.**

FILED
97 SEP 25 AM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is CORNELL & ASSOCIATES OF NORTH FLORIDA, INC.

EFFECTIVE DATE

09-24-97

Article II

Principal Office. The address of the principal office of the Corporation is 10526 S.W. 55 Place, Gainesville, Florida, 32608.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 10526 S.W. 55 Place, Gainesville, Florida, 32608, and the name of the initial registered agent of this Corporation is Kenneth M. Cornell.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is:

Kenneth M. Cornell
10526 S.W. 55 Place
Gainesville, FL 32608

Article IX

Incorporator. The name and address of the person signing these Articles is Kenneth M. Cornell, 10526 S.W. 55 Place, Gainesville, FL 32608.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of SEPTEMBER, 1997.

Kenneth M. Cornell
KENNETH M. CORNELL
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 24 day of September, 1997, by Kenneth M. Cornell, who is personally known to me or who has produced Florida Driver License _____ as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 24 day of September, 1997.

(SEAL)

Notary Public



Carrie P. Fagan
MY COMMISSION # CC807298 EXPIRES:
January 8, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Printed Name _____
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CORNELL & ASSOCIATES OF NORTH FLORIDA, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 24 day of SEPTEMBER, 1997.



KENNETH M. CORNELL
Registered Agent

FILED
97 SEP 25 AM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
09-24-97