97000089906

ACCOUNT NO. : 072100000032

REFERENCE: 570237 5011226

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: October 20, 1997

ORDER TIME : 9:41 AM

ORDER NO. : 570237-005

CUSTOMER NO: 5011226

UUUUUUUUUUU

CUSTOMER: Barbara Buchanan, Legal Asst

GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200

201 E. Pine Street Orlando, FL 32801

DOMESTIC FILING

NAME:

S.E. ACQUISITION OF OCALA,

FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

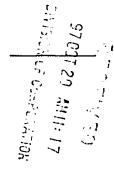
XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:



Ell Ell

ARTICLES OF INCORPORATION 97 CCT 20 AMII: 1,6 OF S.E. ACQUISITION OF OCALA, FLORIDA, MCLAMOSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is S.E. ACQUISITION OF OCALA, FLORIDA, INC.

ARTICLE II - ADDRESS

The principal office of the corporation is 1201 S. Orlando Avenue, Suite 365, Winter Park, Florida 32789.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1201 S. Orlando Avenue, Ste. 365 Winter Park, FL 32789

The name of the initial registered agent of this corporation at that address shall be:

Keenan L. Knopke

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of this corporation are as follows:

Name	Street Address	<u>Office</u>
Joseph B. Hennican	1201 S. Orlando Ave., Ste. 365 Winter Park, FL 32789	Director
William E. Rowe	1201 S. Orlando Ave., Ste. 365 Winter Park, FL 32789	Director
Brent H. Heffron	1201 S. Orlando Ave., Ste. 365 Winter Park, FL 32789	Director Exec. Vice President Asst. Secretary
Keenan L. Knopke	1201 S. Orlando Ave., Ste. 365 Winter Park, FL 32789	President Asst. Secretary
Frank L. Matasavage	1201 S. Orlando Ave., Ste. 365 Winter Park, FL 32789	Treasurer
Corinne I. Olvey	1201 S. Orlando Ave., Ste. 365 Winter Park, FL 32789	Secretary
Ronald H. Patron	1201 S. Orlando Ave., Ste. 365 Winter Park, FL 32789	Asst. Secretary
Kenneth C. Budde	1201 S. Orlando Ave., Ste. 365 Winter Park, FL 32789	Asst. Secretary

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Keenan L. Knopke

1201 S. Orlando Avenue, Ste. 365 Winter Park, FL 32789

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ______ day of October, 1997.

Keenan L. Knopke

Incorporator

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1997, by Keenan L. Knopke.

Signature of Notary Public

AIMEE L. DERYK

(Print Notary Name)
My Commission Expires: 15/14/99
Commission No.: CC 493699

Personally known, or

Produced Identification
Type of Identification Produced:

AFFIX NOTARY STAMP

AIMEE L. DERYK
COMMISSION & CC 483099
EXPIRES OCT 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of S.E. ACQUISITION OF OCALA, FLORIDA, INC., I hereby accept and agree to act in this capacity.

Keenan L. Knopke

STOCT 20 AITH: 46