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ACCOUNT NO. : 072100000032

REFERENCE : 611457 4732152

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 24, 1997

ORDER TIME : 11:31 AM

ORDER NO. : 611457-005

CUSTOMER NO: 4732152

CUSTOMER: Ms. Pat J. Davidson
GARTNER BROCK & SIMON

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

400002358984--5
-12/01/97--01006--022
****122.50 ****122.00

DOMESTIC FILING

NAME: CHUPP INVESTMENTS, 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:

EFFECTIVE DATE
11-21-97

FILED
97 NOV 24 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 24 PM 2:40
DIVISION OF CORPORATION
Dmp
11/24/97

file 1st

ARTICLES OF INCORPORATION

OF

CHUPP INVESTMENTS, INC.

FILED

97 NOV 24 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

EFFECTIVE DATE

11-21-97

The name of the corporation is CHUPP INVESTMENTS, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1357 West Beaver Street, P. O. Box 40606, Jacksonville, Florida 32203, and the name of the initial registered agent of the corporation at that address is Charles O. Chupp. The principal office address and the registered office address are the same.

ARTICLE VI

Directors

This corporation shall initially have 2 directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Charles O. Chupp	1357 West Beaver Street P. O. Box 40606 Jacksonville, Florida 32203
L. Gayle Chupp	1357 West Beaver Street P.O. Box 40606 Jacksonville, Florida 32203

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is Charles O. Chupp, 1357 West Beaver Street, P. O. Box 40606, Jacksonville, Florida 32203.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

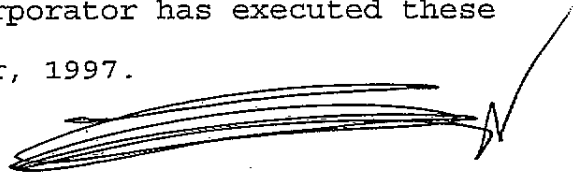
The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

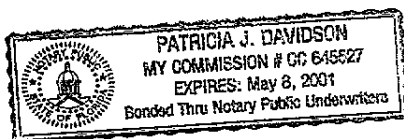
IN WITNESS WHEREOF, the incorporator has executed these Articles the 21 day of November, 1997.




Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21 day of November, 1997, by Charles O. Chupp.




Name:
Notary Public, State of Florida
at Large.

My Commission Expires:

(Notarial Seal)

✓
Type of identification produced Personally known or Produced identification

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

FILED

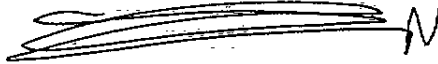
97 NOV 24 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CHUPP INVESTMENTS, INC.

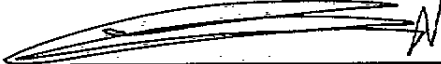
desiring to organize or qualify under the laws of the State of
Florida with its principal place of business in Jacksonville,
Florida, has named Charles O. Chupp, located at 1357 West Beaver
Street, P. O. Box 40606, Jacksonville, Florida 32203, as its agent
to accept service of process within the State of Florida.



Charles O. Chupp
Incorporator

Dated: November 21, 1997

Having been named to accept service of process for the above
stated corporation at the place designated in this certificate, 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.



Charles O. Chupp
Agent for Service

Dated: November 21, 1997