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January 8, 1998

FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32299

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-01/09/98-01054-014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation

Dear Sir:

Enclosed please find the original and two photocopies of the Articles of Incorporation of Compass Florida Gainesville, Inc. to be filed in your office. I have included a check payable to the Florida Department of State of \$70.00 for the filing fees incurred.

Please file upon receipt returning evidence of filing to the attention of the undersigned in the enclosed Federal Express envelope. If you have any questions, please do not hesitate to telephone the undersigned collect at (205) 251-8100 extension 3298.

Yours truly,

*Anne-Marie Myers*  
Anne-Marie Myers  
Legal Assistant

Enclosure

FILED  
98 JAN -9 PM 3:53  
TALLAHASSEE, FLORIDA

\_\_\_\_\_  
**ARTICLES OF INCORPORATION**  
**OF**  
**COMPASS FLORIDA GAINESVILLE, INC.**  
\_\_\_\_\_

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STATE OF FLORIDA  
TALLAHASSEE

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this corporation (the "Corporation") shall be:

**COMPASS FLORIDA GAINESVILLE, INC.**

**ARTICLE II**

**Purposes**

The nature of the business of the Corporation and its objects, purposes and powers are:

- (a) To serve as an interim holding company to facilitate acquisition transactions;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Florida or any other state or any foreign country and, while

the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Florida;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing; (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the contracting Corporation, (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

(i) To make donations for the public welfare or for charitable, scientific or educational purposes;

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

### ARTICLE III

#### Capital Stock

3.01 The aggregate number of shares that the Corporation has authority to issue is One Thousand (1,000), all of which shall be common shares ("Shares"), consisting of One Thousand (1,000) shares of \$1.00 par value common stock.

3.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities.

3.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Corporation Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Corporation Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

3.04 Each shareholder shall have preemptive rights only in the portion of Shares being issued or sold equal to the proportion that the number of Shares then held by the shareholder bears to the total number of Shares of the same class then outstanding.

#### ARTICLE IV

##### Registered Office and Agent

4.01 The street address of the initial registered office of the Corporation is 76 South Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent at that address is Robert White.

4.02 The mailing address of the Corporation is 15 South 20th Street, Birmingham, Alabama 35233.

4.03 The address of the principal place of business of the Corporation is 15 South 20th Street, Birmingham, Alabama 35233.

#### ARTICLE VI

##### Board of Directors

The Corporation's initial Board of Directors shall consist of one (1) person who shall serve until the first annual meeting of the shareholders and until his successors is elected and qualified. The name and address of the sole member of the Board of Directors is as follows:

##### Name

##### Address

Garrett R. Hegel

15 South 20th Street  
Birmingham, Alabama 35233

#### ARTICLE VII

##### Incorporator

The name and address of the Incorporator of the Corporation is as follows:

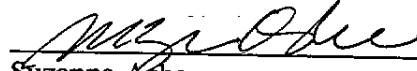
##### Name

##### Address

Suzanne Ashe

1901 Sixth Avenue North  
Suite 2600  
Birmingham, Alabama 35203

Dated the 7th day of January, 1998.

  
Suzanne Ashe  
Incorporator

This Instrument was prepared by:

Suzanne Ashe  
Balch & Bingham LLP  
1901 Sixth Avenue North, Suite 2600  
Birmingham, Alabama 35203  
(205) 251-8100

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