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Smathers & Smathers, P.A.
One Independent Drive, Suite 2201
Jacksonville, Florida 32202

January 9, 1998

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Gentlemen:

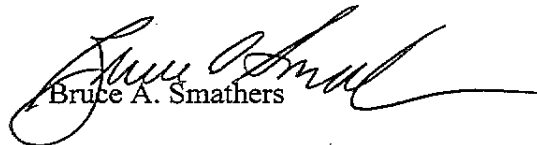
Enclosed please find "Articles of Incorporation" for the following corporation:

1. Smathers & Smathers, P.A.

Also enclosed with these Articles is a check for the corporation in the amount of \$78.75. I understand that this fee will file the corporation's Articles of Incorporation and the corporation will receive a Certificate of Status sent to the corporation's business address.

If you have any questions regarding this corporation, please call me, or my assistant Jackie Price, **COLLECT** at (904) 358-2201. I would like to have these Articles filed as quickly as possible. Thank you for your assistance in this matter.

Sincerely,


Bruce A. Smathers

BAS:jsp

Enclosures

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*****78.75 *****78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SMATHERS & SMATHERS, P. A.

ARTICLE I

NAME

The name of this corporation is Smathers & Smathers, P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this corporation is One Independent Drive,
Suite 2201, Jacksonville, Florida 32202.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 2,500 (two thousand five hundred) shares of common stock with a par value of one penny (\$0.01) per share, which shares shall be and hereby are designed as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

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TALLAHASSEE, FLORIDA

ARTICLE IV

PURPOSE

This corporation is formed for the purpose of establishing a professional association for the purposes of the practice of law and any and all other activities consistent with that purpose authorized under the Florida Statutes.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida One Independent Drive, Suite 2201, Jacksonville, Florida 32202. The name of the initial registered agent of this corporation at that address is Bruce A. Smathers. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INCORPORATORS

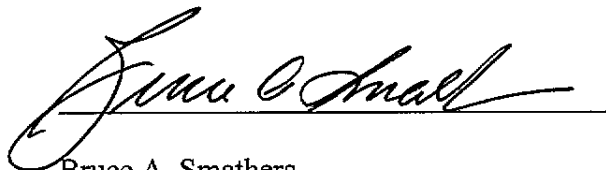
The names and addresses of the Incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bruce A. Smathers	4051 Timuquana Road, Jacksonville, Florida 32210
Susan E.G. Smathers	4051 Timuquana Road, Jacksonville, Florida 32210

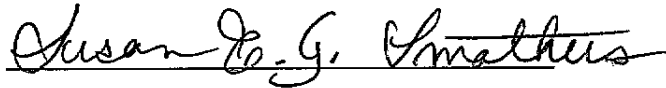
ARTICLE VII
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt By-Laws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators, being natural persons competent to contract, has here until set his hand this 1rst day of January, 1997.

A handwritten signature in cursive script, reading "Bruce A. Smathers", written over a horizontal line.

Bruce A. Smathers

A handwritten signature in cursive script, reading "Susan E.G. Smathers", written over a horizontal line.

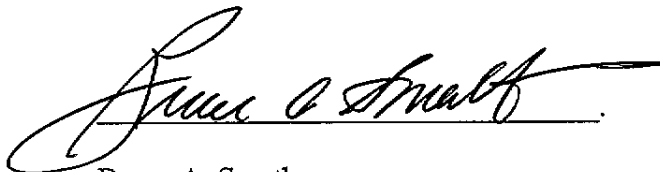
Susan E.G. Smathers

Incorporators

CERTIFICATE OF ACCEPTANCE
OF DESIGNATION OF
REGISTERED AGENT
SMATHERS & SMATHERS, P. A.

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Smathers & Smathers, P.A., a corporation organized under the laws of the State of Florida, hereby accepts the appointment as such Registered Agent and hereby agrees to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 201, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I have hereunto set my hand at Jacksonville, Duval County, Florida, on this 1st day of January, 1998.



Bruce A. Smathers

Registered Agent

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98 JAN 12 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA