CCRS
FILING COVER SHEET
222-1173
ACCT.#FCA-14

P98000004937

CONTACT: CINDY HICKS

DATE: 1-15-98

REF. #: 0182

CORP. NAME: Murray Bay, Inc.

RECEIVED
98 JAN 15 PM 4:31
DIVISION OF CORPORATION

FILED
98 JAN 15 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(X) ARTICLES OF INCORPORATION
( ) ANNUAL REPORT
( ) CERT. OF AUTHORITY
( ) REINSTATEMENT
( ) UCC-1
( ) ARTICLES OF AMENDMENT
( ) TRADEMARK/SERVICE MARK
( ) LIMITED PARTNERSHIP
( ) MERGER
( ) UCC-3
( ) ARTICLES OF DISSOLUTION
( ) FICTITIOUS NAME
( ) LIMITED LIABILITY
( ) WITHDRAWAL

500002402485--8

PLEASE RETURN:

(X) CERTIFIED COPY
( ) CERTIFICATE OF STATUS
( ) PLAIN STAMPED COPY

FILED
98 JAN 15 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/16/98

AUTHORIZATION: Cindy Hicks

COST LIMIT
$ 122.50

698A-2498

FILED
98 JAN 15 PM 4: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MURRAY BAY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name and Duration

The name of the Corporation shall be Murray Bay, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 3300 Barnett Center, 50 North Laura Street, in the City of Jacksonville.

ARTICLE III

Registered Office and Agent

The address of the initial registered office in the State of Florida is c/o 103 North Meridian Street, Lower Level, in the City of Tallahassee, County of Leon. The name of the initial registered agent at such address is CORPDIRECT AGENTS.

Prepared by Ralph R. Wickersham, Esq.
McGuire Woods Battle & Boothe, LLP
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0087520

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") $.01 par value per share.

ARTICLE VI

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Name	Address
CORPDIRECT AGENTS	103 North Meridian Street Tallahassee, Florida 32301

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
Louis Villeneuve	13047 Wexford Hollow Road Jacksonville, Florida 32224
Joanne O'Donnell Villeneuve	13047 Wexford Hollow Road Jacksonville, Florida 32224

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

ARTICLE XII

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of January, 1998.

CORPDIRECT AGENTS

By: Cynthia A. Hicks
Name: Cynthia A. Hicks
Title: Incorporator

o:\corp\rrw\murray\articles.cpm

REGISTERED AGENT CERTIFICATE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Murray Bay, Inc.

2. The name and address of the registered agent and office is:

CORPDIRECT AGENTS
103 North Meridian Street
Lower Level
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPDIRECT AGENTS

By: Cynthia A. Hicks
Name: Cynthia A. Hicks
Title: As Agent

DATED: 1-15-98

FILED
98 JAN 15 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA