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Osprey Investments II, Inc.
1050 Riverside Avenue
Jacksonville, Florida 32204

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 10:34

February 4, 1998

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-02/06/98--01060--006
*****78.75 *****78.75

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. Osprey Investments II, Inc.

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) 354-3632. 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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D. BROWN FEB - 9 1998

ARTICLES OF INCORPORATION
OF
OSPREY INVESTMENTS II, INC.

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ARTICLE I

NAME

The name of this corporation is Osprey Investments II, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1050 Riverside Avenue,
Jacksonville, Florida 32204.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock with a par value of One Cent (\$.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.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida 1050 Riverside Avenue, Jacksonville, Florida 32204. 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 V

INCORPORATOR

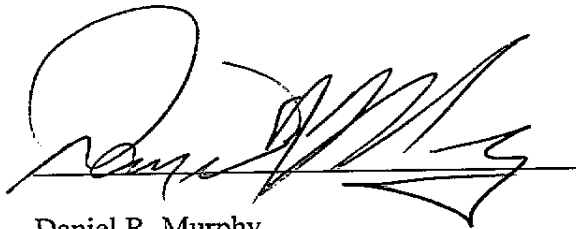
The name and address of the Incorporator of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Daniel R. Murphy	1050 Riverside Avenue Jacksonville, Florida

ARTICLE VI
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 Incorporator, being a natural person competent to contract, has here until set his hand this 8 day of Feb, 1998.

A handwritten signature in black ink, appearing to read 'Daniel R. Murphy', written over a horizontal line.

Daniel R. Murphy

Incorporator

**CERTIFICATE OF ACCEPTANCE
OF DESIGNATION OF
REGISTERED AGENT
OF
OSPREY INVESTMENTS II, INC.**

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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 Osprey Investments II, Inc. 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 1050 Riverside Avenue, Jacksonville, Florida 32204.

IN WITNESS WHEREOF, I have hereunto set my hand at Jacksonville, Duval County, Florida, on this 5th day of February, 1998.



Bruce A. Smathers

Registered Agent