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February 16, 1998

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

200002435922--4
-02/20/98--01027--002
****122.50 ****122.50

Re: Articles of Incorporation of John Halloran Associates, Inc.
File No. 2306-2


Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of John Halloran Associates, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,


Gary A. Forster

GAF/lmf
Enclosures

FILED
98 FEB 20 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. BROCK FEB 23 1998

**ARTICLES OF INCORPORATION
OF
JOHN HALLORAN ASSOCIATES, INC.**

THE UNDERSIGNED, acting as sole incorporator of John Halloran Associates, Inc. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is John Halloran Associates, Inc.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 2311 East Winter Park Road, Orlando, Florida 32803. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 2311 East Winter Park Road, Orlando, Florida 32803.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 280 W. Canton Avenue, Suite 410, Winter Park, Florida 32789, and the initial Registered Agent at such address is Frank L. Pohl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

John C. Halloran

2311 East Winter Park Road
Orlando, Florida 32803

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is John C. Halloran, 2311 East Winter Park Road, Orlando, Florida 32803.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 12 day of FEBRUARY, 1998.



John C. Halloran, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 16th day of February, 1998.



Frank L. Pohl, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA