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March 5, 1998

BY FEDERAL EXPRESS

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: JMD Interests, Inc.
Our File No. 1906

Ladies and Gentlemen:

Enclosed are an original and one executed copy of Articles of Incorporation of JMD Interests, Inc., including the Certificate Designating Registered Agent and Registered Office attached thereto, and this firm's check in the amount of \$122.50 made payable to "Secretary of State."

We would appreciate your filing the original copy of the Articles of Incorporation in accordance with your usual procedure, and your returning to this office a certified copy of the Articles of Incorporation.

Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Sincerely yours,

Michael A. Candeto

Michael A. Candeto

MAC:ns

Enclosures

cc: J. Michael Duncan, M.D.
Paul Mueller, C.P.A.
(copy of Articles to each)

FILED
98 MAR -6 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMD INTERESTS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is JMD Interests, Inc.

ARTICLE II

Initial Principal Office or Place of Business

The initial principal office or place of business of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202.

ARTICLE III

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael A. Candeto.

ARTICLE VII

Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be fewer than one.

ARTICLE VIII

Initial Director

The name and street address of the initial director of the corporation are J. Michael Duncan, 12 Greenway Plaza, Suite 800, Houston, Texas 77046.

ARTICLE IX

Incorporator

The name and street address of the person signing these Articles are Michael A. Candeto, 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202.

ARTICLE X

Bylaws

The initial bylaws of this corporation shall be adopted by the Board of Directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

ARTICLE XI

Restrictions of Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE XII

Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents, to the full extent permitted by law.

ARTICLE XIV

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation 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 nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 5th day of March, 1998.

Michael A. Candeto

Michael A. Candeto, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

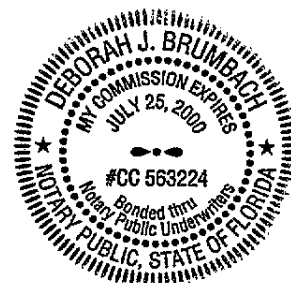
The foregoing instrument was sworn to and acknowledged before me by Michael A. Candeto, as incorporator of Shipyard Property, Inc., a Florida corporation, on behalf of the corporation, this 5th day of March, 1998. Affiant is personally known to me.

Deborah J. Brumbach

Notary Public, State of Florida at Large

Name typed or printed

My commission expires:




CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST--THAT JMD INTERESTS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 200 WEST FORSYTH STREET, SUITE 1100, JACKSONVILLE, FLORIDA 32202, HAS DESIGNATED THE FOLLOWING REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA AT THE REGISTERED OFFICE SHOWN BELOW:

1. REGISTERED AGENT: Michael A. Candeto
2. REGISTERED OFFICE: 200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202



Michael A. Candeto, Incorporator

Dated: March 5, 1998

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, FLORIDA STATUTES.



Michael A. Candeto

Dated: March 5, 1998

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TALLAHASSEE, FLORIDA