

W. THOMAS COPELAND, P.A.
ATTORNEY AT LAW

THIRD & THIRD
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P98000024891

March 13, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/16/98--01089--010
****122.50 ****122.50

Re: First Coast Pension Administrators, Inc.

Dear Sirs:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for FIRST COAST PENSION ADMINISTRATORS, INC. together with a check in the amount of \$122.50, representing the filing fee.

Kindly furnish this office with a confirmation copy indicating the filing date.

Thank you for your assistance in these matters.

Sincerely,

W. THOMAS COPELAND, P.A.

W. Thomas Copeland /KAC

W. Thomas Copeland

WTC/kac
encs.

Signed in absence to
avoid delay in mailing

FILED
MAR 16 1998
PM 1:23
STATE
TALLAHASSEE, FLORIDA

3/16/98

FILED
MAR 16 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FIRST COAST PENSION ADMINISTRATORS, INC.

The undersigned, acting as the Sole Incorporator of the Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is:

FIRST COAST PENSION ADMINISTRATORS, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is for pension plan administration and associated services, and to engage in any other activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar and 00/100 (\$1.00) per share.

Initial Issue: Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 (\$1.00) per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

FIFTH

The address of the initial principal office of the Corporation is:

484 Jacksonville Drive
Jacksonville Beach, Florida 32250

The mailing address of the Corporation is:

484 Jacksonville Drive
Jacksonville Beach, Florida 32250

SIXTH

The name of the initial Registered Agent is: W. THOMAS COPELAND, whose mailing address is:

421 North Third Street
Jacksonville Beach, Florida 32250

SEVENTH

The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Florida nor Shareholder of the Corporation.

EIGHTH

The name and address of the person who shall serve as the initial Directors until the first annual meeting of Shareholders, or until their successor(s) shall be elected and qualified, is as follows:

LORRAINE DORSA	484 Jacksonville Drive Jacksonville Beach, FL 32250
THOMAS E. POJE	484 Jacksonville Drive Jacksonville Beach, FL 32250

NINTH

The name and address of the initial Incorporator is as follows:

LORRAINE DORSA	484 Jacksonville Drive Jacksonville Beach, FL 32250
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TENTH

The name and address of the person who shall serve as the Officer until the first annual meeting of Shareholders, or until his successor(s) have been elected and qualified, is as follows:

LORRAINE DORSA
President/Secretary

484 Jacksonville Drive
Jacksonville Beach, FL 32250

THOMAS E. POJE
Vice President

484 Jacksonville Drive
Jacksonville Beach, FL 32250

ELEVENTH

Majority consent of the issued stock of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

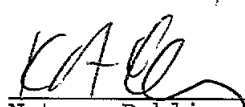
The effective commencement date of this corporation shall be upon filing hereof.

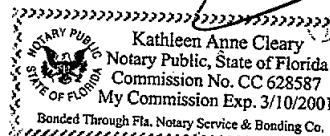
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 12th day of March, 1998.


LORRAINE DORSA
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 12 day of March, 1998, by LORRAINE DORSA, who is personally known to me and who did take an oath.

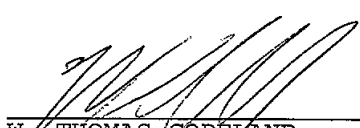

Notary Public



98 MAR 16 PM 1:23
FILED
CLERK OF STATE
JACKSONVILLE, FLORIDA

ACCEPTANCE

I, the undersigned, being a citizen of Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.


W. THOMAS COPELAND
Registered Agent
421 North Third Street
Jacksonville Beach, FL 32250