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FLORIDA DIVISION OF CORPORATIONS

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103727002525

ACCT#:

CONTACT: JANIS ELDRIDGE

PHONE: (904) 630-5384

FAX #:

(904) 353-1673

NAME: HALLMARK EQUITIES, INC.

AUDIT NUMBER.....H98000008083

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HALLMARK EQUITIES, INC.

ARTICLE I - NAME

The name of this Corporation is Hallmark Equities, Inc.

ARTICLE II - ADDRESS

The principal office and the mailing address of this Corporation is 8917 Western Way, Suite 6, Jacksonville, Florida 32256.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 70,000 shares of common stock, all of which shall be of the par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Karl B. Hanson, Jr.

Prepared By:
Karl B. Hanson, Jr., Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 354-8000
Bar No.: 142292

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2) and the name and address of each person who is to serve as a member thereof is:

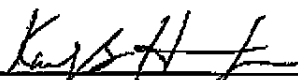
W. Alex Coley
8917 Western Way, Suite 6
Jacksonville, Florida 32256

Jeffrey A. Conn
8917 Western Way, Suite 6
Jacksonville, Florida 32256

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Karl B. Hanson, Jr., 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of April, 1998.




Karl B. Hanson, Jr.
Incorporator

Prepared By:
Karl B. Hanson, Jr., Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 354-8000
Bar No.: 142292

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Hallmark Equities, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Karl B. Hanson, Jr. located 50 N. Laura Street, Suite 2800, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

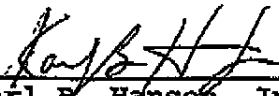


Karl B. Hanson, Jr.
Incorporator

4-29-98

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Karl B. Hanson, Jr., hereby agrees to act in this capacity, and Karl B. Hanson, Jr. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



Karl B. Hanson, Jr.

4-29-98

Date

JX123505.1

Prepared By:
Karl B. Hanson, Jr., Esq.
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