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(904)922-3709 06/02/98 07:39 Florida Department pl /1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 2, 1998

MCGUIRE WOODS BATTLE & BOOTHE LLP

SUBJECT: EXAAACT, INC.  
REF: W98000012494

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The name conflict is "EXACT INC".

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**

**of**

**D.R.B. INVESTMENTS, INC.**

ARTICLE I

Name and Duration

The name of the Corporation is D.R.B. Investments, Inc. (the "Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The street address of the principal office of the Corporation is 50 North Laura Street, 3300 Barnett Center, Jacksonville, Florida 32202 and the mailing address of the corporation is the same.

ARTICLE III

Corporate Purposes, Powers and Rights

The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of Common Stock ("Common Stock") which shall have a par value of one cent (\$.01) per share.

Prepared by John E. Knight, III, Esq.  
McGuire, Woods, Battle & Boothe LLP  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 798-2641  
Attorney No. 0455016

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ARTICLE VPreemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock 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 early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE VIRegistered Office and Agent

The street address of the registered office in the State of Florida is c/o McGuire, Woods, Battle & Boothe LLP, 50 North Laura Street, 3400 Barnett Center, Jacksonville, Florida 32202. The name of the registered agent at such address is John E. Knight, III.

ARTICLE VIIIncorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
John E. Knight, III	c/o McGuire, Woods, Battle & Boothe LLP 50 North Laura Street 3400 Barnett Center Jacksonville, FL 32202

ARTICLE VIIIBoard of Directors

The number and method of election of members to the Board of Directors shall be as set forth from time to time in the Corporation's Bylaws.

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ARTICLE IX

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

DATED at Jacksonville, Duval County, Florida, this 16<sup>th</sup> day of June, 1998.

  
\_\_\_\_\_  
John E. Knight, III

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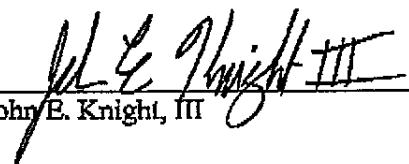
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That D.R.B. Investments, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named John E. Knight, III, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that he is familiar with Section 607.0501, Florida Statutes.

  
John E. Knight, III

DATED: June 16, 1998

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