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GARRY J. RHODEN

July 14, 1998

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VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
George Firestone Bldg.
409 East Gaines Street
Tallahassee, Florida 32399

Re: SONOC, Inc. Articles of Incorporation

Ladies/Gentlemen:

Enclosed please find the original, fully executed Articles of Incorporation for SONOC, Inc. together with a copy of the Articles for certification. Our firm check in the amount of \$122.50 is also enclosed to cover the filing fee of \$35.00, certified copy of the Certificate of Incorporation of \$52.50 and certificate designating registered agent of \$35.00.

Please file the Articles of Incorporation and return the certified copy to me. Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,



Robert A. Leapley

RAL/as
Enclosure

cc: Harry D. Francis (w/out encl.)

PAPPAS METCALF JENKS MILLER & REINSCH

APPROVED
AND
FILED
98 JUL 15 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

98 JUL 15 AM 9:17

**ARTICLES OF INCORPORATION
OF
SONOC, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
Name

The name of the corporation is SONOC, Inc.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation shall be 4310 Pablo Oaks Court, Jacksonville, Florida 32224.

ARTICLE III
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV
Nature of Business

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

ARTICLE V
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on 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 VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4310 Pablo Oaks Road, Jacksonville, Florida 32224, and the name of the initial registered agent of this corporation at that address is H. J. Skelton.

ARTICLE VII
Directors

(a) Number. This corporation shall have three (3) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

Robert D. Davis	4310 Pablo Oaks Court Jacksonville, Florida 32224
H. J. Skelton	4310 Pablo Oaks Court Jacksonville, Florida 32224
A. Dano Davis	4310 Pablo Oaks Court Jacksonville, Florida 32224

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
Incorporator

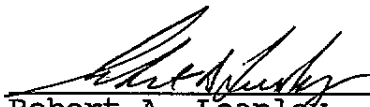
The name and street address of the incorporator of this corporation is:

Robert A. Leapley
Pappas Metcalf Jenks Miller & Reinsch, P.A.
200 West Forsyth Street, Suite 1400
Jacksonville, FL 32202

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.


IN WITNESS WHEREOF, the incorporator has executed these Articles the 30th day of June, 1998.



Robert A. Leapley

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 30th day of June, 1998, by Robert A. Leapley



(Print Name Ann D. Savery)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires:
Personally known ✓
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____

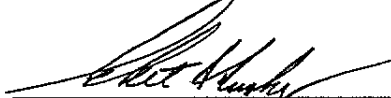


Ann D. Savery
MY COMMISSION # CC546473 EXPIRES
April 9, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATION 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:

SONOC, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE
CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED H. J. SKELTON,
LOCATED AT 4310 SAN PABLO OAKS ROAD, JACKSONVILLE, FLORIDA 32224,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Robert A. Leapley

Dated: June 30, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE 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.


H. J. Skelton

Dated: June 30, 1998

APPROVED
AND
FILED
98 JUL 15 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA