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UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD

SAINT AUGUSTINE

PLEASE REPLY TO

POST OFFICE DRAWER 3007

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OF COUNSEL

FRANK D. UPCHURCH
(1924-1986)

JOHN D. BAILEY, JR.
FRANK D. UPCHURCH, III
TRACY WILSON UPCHURCH
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KATHERINE GAERTNER JONES
MICHAEL A. SIRAGUSA
STEPHEN A. FAUSTINI

July 13, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Alaise, Inc.
Our File No. 8-98-385

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Would you please file and furnish me with a certified copy.

You will note that Article IX of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Likewise, enclosed is my check payable to the Secretary of State in the amount of \$122.50 which I estimate to be sufficient to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Sincerely yours,

Frank D. Upchurch, III

FDUIII/jrs
Enclosures

FILED
98 JUL 16 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN 7-20-98

ARTICLES OF INCORPORATION

OF

ALAISE, INC.

The undersigned natural person, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is ALAISE, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States or this State.

ARTICLE III

Shares of Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (500) shares of common stock at par value of \$1.00 per share.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1) nor more than three (3).

ARTICLE VII

Initial Directors and Officers

The name and address of each member of the first Board of Directors and the officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Henry M. Whetstone, Jr.	2 Coke Road St. Augustine, Florida 32086	President/ Secretary

ARTICLE VIII

Subscribers

The name and mailing address of the subscriber to these Articles of Incorporation is:

NAME

ADDRESS

John D. Bailey, Jr.

Post Office Drawer 3007
St. Augustine, Florida 32085

ARTICLE IX

Principal Office,
Initial Registered Office and Registered Agent

The street address and mailing address of the principal office of the corporation is 2 Coke Rad, Augustine, Florida 32086 and the street address of the initial registered office of the corporation is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084 and the name of the registered agent for the service of process at that address is John D. Bailey, Jr.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote

thereon.


JOHN D. BAILEY, JR.

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this ___ day of _____,
1998, by John D. Bailey, Jr., who () is personally known to me or () has produced FL driver's license
no. _____ as identification.

Notary Public

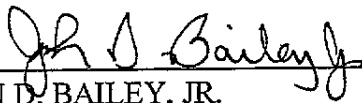
(Name of notary, typed/printed)

My commission number: _____

My commission expires: _____

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.



JOHN D. BAILEY, JR.

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