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July 17, 1998

**Board Certified Civil Trial Lawyer*
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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: COMPUCHILD OF JACKSONVILLE, INC.
Our File No. 5729/12250

Gentlemen:

Enclosed for filing are an original and one copy of the Articles of Incorporation of Compuchild of Jacksonville, Inc. Also enclosed is our check in the amount of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me in the envelope provided.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

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*****70.00 *****70.00

BLANCHARD, MERRIAM,
ADEL & KIRKLAND, P.A.

Lauren E. Merriam III
Lauren E. Merriam, III

LEM/wgh
Enclosures
cc: Robert C. Duncan

FILED
98 JUL 20 AM 9:34
TALLAHASSEE, FLORIDA

CB
7-22-98
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ARTICLES OF INCORPORATION
of
COMPUCHILD OF JACKSONVILLE, INC.

ARTICLE I
NAME

The name of the corporation is COMPUCHILD OF JACKSONVILLE,
INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any activities or business
permitted under the laws of the United States and Florida.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of the
corporation is 3430 West Highway 390, Panama City, Florida 32405,
and the mailing address is 3430 West Highway 390, Panama City,
Florida 32405.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of
one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered office
and agent of this corporation is:

- | | |
|------------------------|--|
| (A) Registered Agent: | Robert C. Duncan |
| (B) Registered Office: | 3430 West Highway 390
Panama City, FL 32405 |

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Robert C. Duncan
3430 West Highway 390
Panama City, Florida 32405

Celia Ann Duncan
3430 West Highway 390
Panama City, Florida 32405

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Robert C. Duncan
3430 West Highway 390
Panama City, Florida 32405

ARTICLE IX
AMENDMENT OF ARTICLES

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

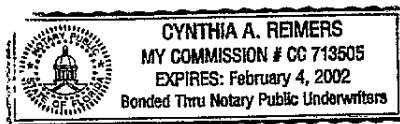
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 13 day of July, 1998.


ROBERT C. DUNCAN

STATE OF FLORIDA)
COUNTY OF MARION)

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98 JUL 20 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this
13th day of July, 1998, by ROBERT C. DUNCAN, who is personally
known to me or who has produced _____ as
identification.



Cynthia A. Reimers
Cynthia A. Reimers (Print Name)
Notary Public, State of Florida
My Commission Expires: _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above
corporation for the purpose of accepting service of process at the
registered office designated in the Articles of Incorporation, I
accept such appointment and am familiar with and accept the
obligations of that position.

DATED this 13 day of July, 1998.

Robert C. Duncan
ROBERT C. DUNCAN
Registered Agent