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A LIMITED LIABILITY PARTNERSHIP
CONSISTING OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

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July 16, 1998

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

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-07/20/98-01090-004
****122.50 ****122.50

RE: Above All Management, Inc.

Dear Sirs:

Enclosed herewith please find our firm's check in the amount of \$122.50 representing the filing fee for Above All Management, Inc. Please file the enclosed Articles of Incorporation and forward us the certificate.

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Sincerely yours,

DEAN AND DEAN, L.L.P.

David E. Midgett
For the Firm

DEM:kab
Enclosures

APPROVED
AND
FILED
98 JUL 20 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUL 22 1998

ARTICLES OF INCORPORATION
OF
ABOVE ALL MANAGEMENT, INC.

APPROVED
AND
FILED
98 JUL 20 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name and Purpose. The name of this corporation is **ABOVE ALL MANAGEMENT, INC.**, and the corporation may, and is organized and authorized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE II

Principal Office. The principal place of business and mailing address of this corporation are 673 Lakestone Circle, Ponte Vedra, Florida 32082.

ARTICLE III

Capital Stock. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Initial Registered Agent And Office. The name and address of the initial registered agent is: Steve McMinn, 673 Lakestone Circle, Ponte Vedra, Florida 32082.

ARTICLE V

Initial Board of Directors and Incorporators. The name and mailing address of each member of this corporation's first Board of Directors and the Incorporators of the corporation are as follows: Steve McMinn, 673 Lakestone Circle, Ponte Vedra, Florida 32082 and Kristen McMinn, 673 Lakestone Circle, Ponte Vedra, Florida 32082.

ARTICLE VI

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE VII

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation 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 nearly as may be done without issuance of fractional shares) at the price at which it is offered to others regardless of the date of issue.

ARTICLE VIII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IX

Lost or Destroyed Certificates Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE X

Amendment. These Articles of Incorporation may be amended as 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 issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent

jurisdiction.

IN WITNESS WHEREOF, the undersigned do set their hands and seals and have acknowledged and filed the foregoing Articles of incorporation under the laws of the State of Florida this 10th day of July, 1998.


STEVE MCMINN


KRISTEN MCMINN

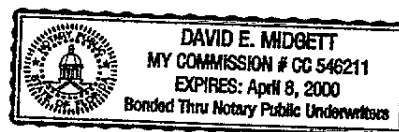
STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 10th day of July, 1998 by Kristen McMinn and Steve McMinn, who are personally known to me.


Notary Public

Name of Notary Public:

Commission Number:



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for ABOVE ALL MANAGEMENT, INC., I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated this 10th day of July, 1998.


STEVE MCMINN

APPROVED
AND
FILED
98 JUL 20 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA