



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 923452 4351650

AUTHORIZATION : Patricia

COST LIMIT : \$ 122.50

ORDER DATE : August 11, 1998

ORDER TIME : 11:22 AM

ORDER NO. : 923452-005

500002613085--1

CUSTOMER NO: 4351650

CUSTOMER: Ms. Peggy Parks
LEBOEUF LAMB GREENE & MACRAE
LLP
Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

DOMESTIC FILING

NAME: MODIS OPERATIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 11 PM 2:37
RECEIVED
98 AUG 11 PM 1:13
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
MODIS OPERATIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 11 PM 2:37

ARTICLE I - NAME

The name of this Corporation is Modis Operations, Inc.

ARTICLE II - ADDRESS

The principal office and the mailing address of this Corporation is One Independent Drive, Jacksonville, Florida 32202.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of its initial registered agent at such address is Corporation Service Company

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be three (3) and the name and address of each person who is to serve as a member thereof is:

Derek E. Dewan
One Independent Drive
Jacksonville, Florida 32202

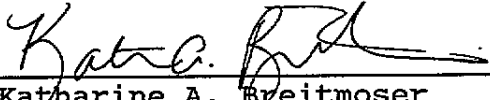
Michael D. Abney
One Independent Drive
Jacksonville, Florida 32202

Marc M. Mayo
One Independent Drive
Jacksonville, Florida 32202

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Katharine A. Breitmoser, 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of August 1998.



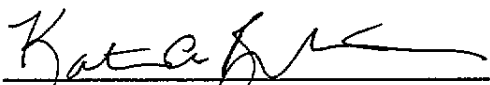
Katharine A. Breitmoser
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 11 PM 2:37

CERTIFICATE 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:

That Modis Operations, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Corporation Service Company, located 1201 Hays Street, City of Tallahassee, State of Florida, as its agent to accept service of process within Florida.


Katharine A. Breitmoser
Incorporator

August 6, 1998
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Corporation Service Company hereby agrees to act in this capacity, and Corporation Service Company further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Corporation Service Company

By: 

8/11/98
Date