

WYATT, TARRANT & COMBS

1500 NASHVILLE CITY CENTER

511 UNION STREET

NASHVILLE, TENNESSEE 37219-1750

615 244-0020

FAX: 615 256-1726

CITIZENS PLAZA
LOUISVILLE, KY 40202-5803
602 589-5803

1700 W. LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507-1003
606 233-2012

50 EAST RIVER STREET, SUITE 810
COVINGTON, KY 40011-1823
606 655-9700

NEWSPAPER BUILDING
EVANSVILLE, IN 47115-1440
317 495-3000

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4622
615 255-6161

103 E. MAIN STREET, SUITE 1
HENDERSONVILLE, TN 37070-1001
615 891-3822

900 POPULAR AVENUE, SUITE 650
MEMPHIS, TN 38103-4721
901 477-1000

3368 WALNUT HILL STREET, SUITE 6
MEMPHIS, TN 38117-3655
901 276-1825

WRITER'S DIRECT DIAL NUMBER

615-251-6765

September 24, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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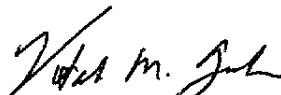
Re: INSOUTH FLORIDA, INC.

Gentlemen:

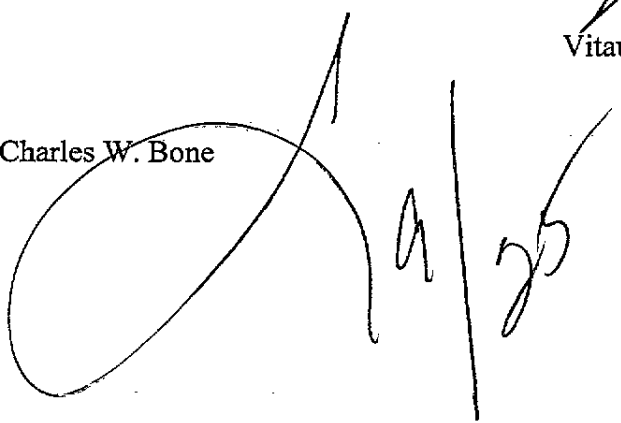
Enclosed are: (i) Articles of Incorporation for the above-described Florida corporation (two original) and (ii) a check in the amount of \$122.50, for filing fees and one certified copy of the articles as filed. Please attend to filing at your earliest convenience.

If you have any questions regarding the enclosed, please do not hesitate to call.

Very truly yours,


Vitauts M. Gulbis

cc: Charles W. Bone



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
INSOUTH FLORIDA, INC.**

THE UNDERSIGNED, acting as sole incorporator of INSOUTH FLORIDA, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is:

INSOUTH FLORIDA, INC.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be ONE HUNDRED THOUSAND (100,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

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TALLAHASSEE FLORIDA

ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is 400 5th Avenue South, Suite 205, Naples, Florida 34102. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is 400 5th Avenue South, Suite 205, Naples, Florida 34102.

ARTICLE VII
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 400 5th Avenue South, Suite 205, Naples, Florida 34102, and the initial Registered Agent at such address is J.D. Clinton.

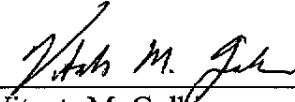
ARTICLE VIII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is One (1). The number of Directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, but in no event shall the number of Directors be less than one (1). The name of the person who are to serve as the initial Director and until successor Director(s) are elected and shall qualify is J.D. Clinton and his address is 400 5th Avenue South, Suite 205, Naples, Florida 34102.

ARTICLE IX
Incorporator

The name and address of the sole incorporator of the Corporation is: Vitauts M. Gulbis, Wyatt, Tarrant & Combs, 511 Union Street, Suite 1500, Nashville, Tennessee 37219.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 24th day of September, 1998.



Vitauts M. Gulbis,
Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 24th day of September, 1998.



J.D. CLINTON

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TALLAHASSEE FLORIDA