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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**T&H Receivables Holding, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF INCORPORATION  
OF  
T&H RECEIVABLES HOLDING, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is T&H Receivables Holding, 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 One Independent Drive, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Marc M. Mayo.

Prepared By:  
Katharine A. Breitmoser, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, FL 32202  
(904)354-8000  
Bar No.: 096245

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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, FL 32202


Michael D. Abney  
One Independent Drive  
Jacksonville, FL 32202

Marc M. Mayo  
One Independent Drive  
Jacksonville, FL 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 22nd day of September, 1998.

  
Katharine A. Breitmoser  
Incorporator

JK135604.1


Prepared By:  
Katharine A. Breitmoser, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, FL 32202  
(904) 354-8000  
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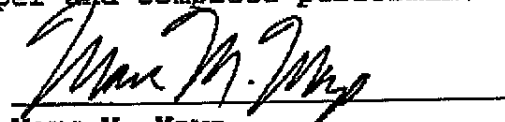
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That T&H Receivables Holding, 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 Marc M. Mayo, located at One Independent Drive, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

  
Katharine A. Breitmoser  
Incorporator  
9/28/98  
Date

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

  
Marc M. Mayo  
9/28/98  
Date

JX135604.1

Prepared By:  
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