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FULLER & ASSOCIATES

ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE OFFICE PAVILION

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JAMES D. ACOSTA, OF COUNSEL
CERTIFIED CIVIL TRIAL ATTORNEY

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* Member Florida and California Bars
** Member Florida, New York and
New Jersey Bars

October 7, 1998

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

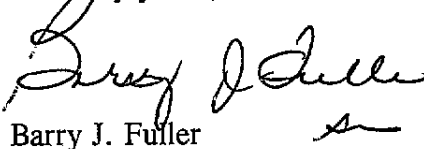
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Re: ^{Incorporation} ARTICLES OF ~~AMENDMENT~~
DuVal, Horne Financial Services, Inc.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation as referenced above together with a check for the \$70.00 filing fee.

Sincerely yours,


Barry J. Fuller

BJF:srs
Encl.

P. Hall

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ARTICLES OF INCORPORATION

OF

DUVAL, HORNE FINANCIAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST
NAME**

The name of the corporation is: **DUVAL, HORNE FINANCIAL SERVICES, INC.**

**SECOND
DURATION**

The period of duration of the corporation is perpetual.

**THIRD
PURPOSE**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**FOURTH
SHARES**

The aggregate number of shares that the corporation shall have the authority to issue is 10,000 shares of common stock having no par value.

**FIFTH
REGISTERED AGENT**

The initial street address in Florida of the initial registered office of the corporation is 2301 Park Avenue, Suite 402, Orange Park, Florida 32073, and the name of the initial

registered agent at such address is Stephen J. DuVal.

The principal place of business of this corporation is 2301 Park Avenue, Suite 402, Orange Park, Florida 32073.

SIXTH PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

SEVENTH INITIAL INCORPORATOR

The name and address of the initial incorporator are as follows:

NAME

Stephen J. DuVal

ADDRESS

2301 Park Avenue, Suite 402
Orange Park, Florida 32073

EIGHTH INITIAL DIRECTORS

The initial board of directors shall consist of one (2) members, who need not be a residents of the State of Florida or shareholders of the corporation. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successor shall have been elected and qualified, are as follows:

NAME

ADDRESS

Stephen J. DuVal

2301 Park Avenue, Suite 402
Orange Park, Florida 32073

James W. Horne

2301 Park Avenue, Suite 402
Orange Park, Florida 32073

NINTH
CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or as Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

TENTH
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange Park, Clay County, Florida this 30 day of September, 1998.



Stephen J. DuVal

**STATE OF FLORIDA
COUNTY OF CLAY**

Before me, the undersigned authority, personally appeared Stephen J. DuVal, who is known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of September, 1998 in the County and State aforesaid.

Andrea Y. Graybill
NOTARY PUBLIC

My Commission Expires: 6/22/01



ANDREA Y. GRAYBILL
Notary Public, State of Florida
My comm. expires June 22, 2001
Comm. No. CC 657483

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: DUVAL, HORNE FINANCIAL SERVICES, INC.

Name and address of the registered agent and office is:

Stephen J. DuVal
2301 Park Avenue, Suite 402
Orange Park, Florida 32073



Stephen J. DuVal
Incorporator
September 30, 1998

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Stephen J. DuVal
September 30, 1998