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JANUARY 15, 1999

Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002691418--6
-11/19/98--01045--013
*****78.75 *****78.75

RE: Plan Management Resources, Inc.

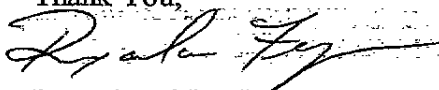
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. A check in the amount of \$78.75 was previously sent for filing fees for the name Financial First, Corp. We would appreciate your filing the enclosed documents upon receipt and returning the certified copy of same to: Rex Alan Fryman

2517 Michaelson Way
Jacksonville, Fl. 32223

If you have any questions or require any further documentation, please do not hesitate to contact me at 904-268-1862.

Thank You,



Rex Alan Fryman
Enclosures

FILED
09 FEB - 1 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2-2-99
6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

REX ALAN FRYMAN
2517 MICHAELSON WAY
JACKSONVILLE, FL 32223

SUBJECT: FINANCIAL FIRST, INC.
Ref. Number: W98000026442

We have received your document for FINANCIAL FIRST, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 098A00056224

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99 FEB - 1 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PLAN MANAGEMENT RESOURCES, INC.

ARTICLE I - NAME

The name of this Corporation is: PLAN MANAGEMENT RESOURCES, INC.

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 500 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, 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.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is: 2517 Michaelson Way, Jacksonville, FL 32223. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Director (s) initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name (s) and street address (es) of the member (s) of the first Board of Directors are:

Rex Alan Fryman
2517 Michaelson Way
Jacksonville, Florida 32223

Thurman R. Jarrell, III
4060 Richmond Park Dr., E.
Jacksonville, Florida 32224

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Thurman R. Jarrell, III
4060 Richmond Park Dr., E.
Jacksonville, Florida 32224

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

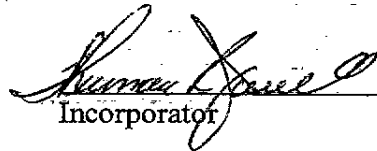
The street address of the initial registered office of this Corporation is: 2517 Michaelson Way. Jacksonville, Fl. 32223, and the name of the initial registered agent of this Corporation at that address is Rex Alan Fryman.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.


Incorporator

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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:

PLAN MANAGEMENT RESOURCES, INC.

2. The name and street address of the registered agent and office is:

Rex Alan Fryman
2517 Michaelson Way
Jacksonville, Florida 32223

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.

This the 15th day of JAN 1999.


Rex Alan Fryman

FILED
99 FEB -1 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA