

TODD M. HOEPKER, P.A.
COUNSELOR AT LAW

390 NORTH ORANGE AVENUE • SUITE 1800 • P.O. BOX 3311 • ORLANDO, FLORIDA 32802-3311
TELEPHONE: (407) 426-2060 FACSIMILE: (407) 426-2066

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March 1999

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Thornton Holdings, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 representing the required fees and charges.

Please file these Articles of Incorporation in the usual manner and forward a certified copy of the Articles to this office.

If you have any questions or comments, please do not hesitate to call me. Thank you in advance for your cooperation.

Very truly yours,

Todd M. Hoepker/clb

TODD M. HOEPKER

Dictated by Mr. Hoepker and signed in his absence to avoid delay.

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-03/08/99-01099-012
****122.50 ****78.75

TMH:clb
Enclosures

FILED
99 MAR -8 AM 8:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAR 12 1999

SC

ARTICLES OF INCORPORATION

OF

THORNTON HOLDINGS, INC.

FILED
99 MAR -8 AM 8:49
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:

ARTICLE I

NAME AND ADDRESS

The name of this corporation is THORNTON HOLDINGS, INC. The principal address of the corporation shall be located at Post Office Box 700665, St. Cloud, Florida 34770.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, with a \$1.00 par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office of this corporation is as follows:

Todd M. Hoepker, Esquire
390 North Orange Avenue
Suite 1800
Orlando, Florida 32801

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Stacy Thornton
Post Office Box 700665
St. Cloud, FL 34770

ARTICLE VII

INCORPORATOR

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

Todd M. Hoepker, Esquire
390 North Orange Avenue
Suite 1800
Orlando, Florida 32801

ARTICLE VIII

NON-RESIDENT DIRECTORS

Director(s) need not be residents of the State of Florida.

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Director(s) shall have authority to fix the compensation of the officers of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

ARTICLE XI

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIV

INFORMAL ACTION


If all the shareholders and directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or the directors.

ARTICLE XV

RESTRICTIONS ON TRANSFER OF STOCK

Restrictions on the sale or transfer of the stock of this corporation may be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 4 day of March, 1999.


Todd M. Hoepker, Esquire
Incorporator

STATEMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent, I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

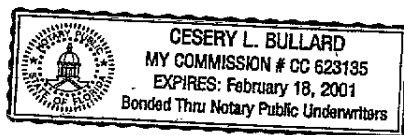

TODD M. HOEPKER, ESQUIRE
Registered Agent

FILED
99 MAR -8 AM 8:50
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared the following individual, TODD M. HOEPKER, ESQUIRE, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator and Registered Agent, and he acknowledged to and before me that he executed such instrument.

4th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1999.



Cesery L. Bullard
NOTARY PUBLIC
NAME PRINTED: Cesery L. Bullard
My Commission Expires: 02/18/01