

pg 9000049978

William P. Ewing
Troutman Saunders LLP

Requestor's Name

1000 Peachtree, N.E., Ste. 5200
Address

Atlanta, GA 30308-2216
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Thompson Family Management, Inc.
(Corporation Name) (Document #) 7000002899947--7
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2. _____
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 MAY 28 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: 5-3-99

Examiner's Initials

ARTICLES OF INCORPORATION
OF
THOMPSON FAMILY MANAGEMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

Article I.

The name of the corporation is Thompson Family Management, Inc. (the "Corporation").

Article II.

The purpose of the Corporation is pecuniary gain and profit, and the general nature of the business or businesses to be transacted shall be to engage in any form or type of business for any lawful purpose or purposes not specifically prohibited to corporations for profit under the laws of the State of Florida and to have all the rights, powers, privileges and immunities which are now or hereafter may be allowed to corporations under the laws of the State of Florida.

Article III.

The total number of shares of stock which the Corporation shall be authorized to issue is One Thousand (1,000) shares of \$.01 par value common stock, all of which shall be designated "Common Stock." The shares of Common Stock shall have unlimited

voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

Article IV.

The initial registered office of the Corporation shall be 700 Wavecrest Drive, Unit 103, Indialantic, Florida 32903. The initial registered agent of the Corporation at that address is S. Ronald Thompson.

Article V.

The mailing address of the initial principal office of the Corporation is be 700 Wavecrest Drive, Unit 103, Indialantic, Florida 32903.

Article VI.

The initial Board of Directors shall consist of one (1) member whose name and corresponding address is as follows:

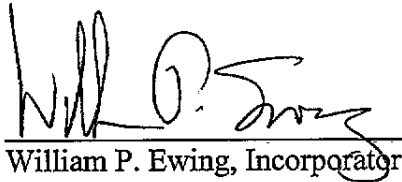
S. Ronald Thompson
700 Wavecrest Drive
Unit 103
Indialantic, Florida 32903

Article VII.

Except as required by the Florida Business Corporation Act, as amended from time to time, no director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director while this Article is in effect.

Article IX.

The name and address of the Incorporator of the Corporation are William P. Ewing, 600 Peachtree Street, N.E., Suite 5200, Atlanta, Georgia 30308.


William P. Ewing, Incorporator

REGISTERED AGENT APPOINTMENT

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.

5-25-99
Date

S. Ronald Thompson
S. Ronald Thompson

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TALLAHASSEE, FLORIDA