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July 1, 1999

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

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*****78.75 *****78.75

RE: Incorporation of Ft. Caroline Development Corp.

Dear Sir/Madam:

Enclosed please find the following document in connection with the incorporation of Ft. Caroline Development Corp., Inc.

1. Articles of Incorporation, along with a copy for certification;
2. Certificate Designating Registered Agent; and
3. A check in the amount of \$78.75 to cover the following items: (a) \$35.00 for filing fee, (b) \$8.75 for a certified copy of the Articles of Incorporation, and (c) \$35.00 for certificate designating registered agent of the corporation.

Please file the Articles at your earliest convenience and return the certified copy to me via regular United States Mail.

Should you have any questions regarding this transmittal, please call me. I appreciate your assistance in this matter.

Very truly yours,


Frank E. Miller

FEM/dgr
Enclosures

FILED
99 JUL -6 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6-30-99

7-13
105

ARTICLES OF INCORPORATION
OF
FT. CAROLINE DEVELOPMENT CORP.

FILED
99 JUL -6 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is FT. CAROLINE DEVELOPMENT CORP.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation shall be 1914 Art Museum Drive, Jacksonville, FL 32207.

ARTICLE III
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.01 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1914 Art Museum Drive, Jacksonville, FL 32207, and the name of the initial registered agent of this corporation at that address is L. Randall Towers.

ARTICLE VII
Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

L. Randall Towers
1914 Art Museum Drive
Jacksonville, FL 32207

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
Incorporator

The name and street address of the incorporator of this corporation is:

L. Randall Towers
1914 Art Museum Drive
Jacksonville, FL 32207

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 26 day of June, 1999.

L. Randall Towers
L. Randall Towers

STATE OF FLORIDA

COUNTY OF DUVAL

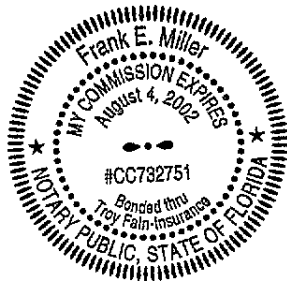
SS

The foregoing instrument was acknowledged before me this 30th day of June, 1999, by L. RANDALL TOWERS

Frank E. Miller
(Print Name)
NOTARY PUBLIC
State of Florida at Large
Commission #
My Commission Expires:

Personally known ✓
or Produced I.D. _____
[check one of the above]

Type of Identification Produced _____



CERTIFICATION 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:

FT. CAROLINE DEVELOPMENT CORP., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA,
HAS NAMED L. RANDALL TOWERS, LOCATED AT 1914 ART MUSEUM DRIVE,
JACKSONVILLE, FL 32207, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

L. Randall Towers

L. RANDALL TOWERS

Dated: JUNE 30, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

L. Randall Towers

L. RANDALL TOWERS

Dated: JUNE 30, 1999

FILED
99 JUL -6 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA