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November 4, 1999

JAMES H. BEUSSE
407-244-1129

Internet Address:
jbeusse@hklaw.com

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-11/08/99-01013-016
*****78.75 *****78.75

Re: Articles of Incorporation for:
ATCHLEY & ASSOCIATES, INC.
File No.: 624434.00001

Dear Sir/ Madam:

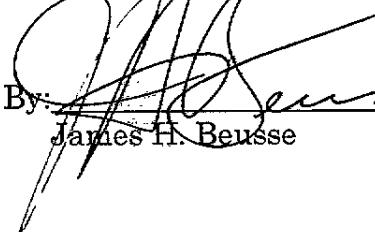
Enclosed please find the original and a duplicate copy of the Articles of Incorporation for the above identified corporation. Please return the copy for our file.

Also enclosed is a check for:

| | |
|-----------------------|---------|
| Filing Fee | \$35.00 |
| Certified Return Copy | \$ 8.75 |
| Resident Agent Fee | \$35.00 |
| Total | \$78.75 |

Very truly yours,

HOLLAND & KNIGHT LLP

By: 
James H. Beusse

JHB/sg

99 NOV -8 AM 10:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLA.

ARTICLES OF INCORPORATION
OF
ATCHLEY & ASSOCIATES, INC.

99 NOV -8 AM 10:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of this corporation shall be ATCHLEY & ASSOCIATES, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 2860 Camellia Lane, Apopka, Florida 32703, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

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

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$.01 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 2860 Camellia Lane, Apopka, Florida 32703. The initial registered agent of the Corporation at the registered office shall be Frederic P. Atchley.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) director. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is :

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| Frederic P. Atchley | 2860 Camellia Lane, Apopka, Florida 32703 |

ARTICLE VIII

Incorporator

The name and address of the incorporation of the Corporation is:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| Frederic P. Atchley | 2860 Camellia Lane, Apopka, Florida 32702 |

Executed this 3 day of November, 1999.

Frederic P. Atchley

Frederic P. Atchley, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.

Frederic P. Atchley

Frederic P. Atchley

Date: 11-3-99

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FILED
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