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ATTORNEYS AT LAW

599 ATLANTIC BOULEVARD, SUITE 4
ATLANTIC BEACH, FL 32233

November 30, 1999

99 DEC -3 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-12/03/99--01036--001
*****78.75 *****78.75

RE: Articles of Incorporation for
NICHOLSON & CARMICHAEL COMPANY

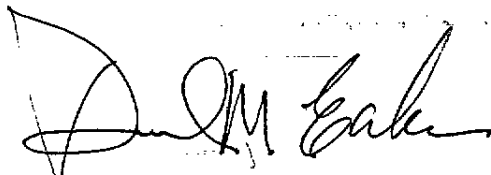
Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation for NICHOLSON & CARMICHAEL COMPANY, together with my check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00
TOTAL	\$ 78.75

Please return a certified copy of the Articles of Incorporation to me.

Sincerely yours,



Paul M. Eakin
PME:RL
Enclosures

PH 12/2/99

ARTICLES OF INCORPORATION

OF

NICHOLSON & CARMICHAEL COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation of a corporation for profit.

ARTICLE I

Name and Principal Address

The name and principal address of the corporation shall be: NICHOLSON & CARMICHAEL COMPANY, 1667 Hudderfield Circle East, Jacksonville, Florida 32246; mailing address of the corporation shall be: Suite 403, 1015 Atlantic Boulevard, Atlantic Beach, Florida 32233

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

The general nature of the business to be transacted by this corporation is as follows: To do all things which are authorized to be done by corporations organized under the laws of the State of Florida.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100) shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V
Preemptive Rights

Every shareholder, 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1667 Hudderfield Circle East, Jacksonville, Florida 32246 and the name of the initial registered agent of this corporation at that address is Carol Nicholson.

ARTICLE VII
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 the bylaws, but shall never be less than one (1).

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

<u>NAME</u>	<u>ADDRESS</u>
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Carol Nicholson	1667 Hudderfield Circle East Jacksonville, FL 32246
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ARTICLE VIII

Officers

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
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Carol Nicholson President/Secretary	1667 Hudderfield Circle East Jacksonville, FL 32246
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ARTICLE IX

Subscriber

The name and street address of the subscriber to these articles of incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
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Paul M. Eakin	599 Atlantic Boulevard, Suite 4 Atlantic Beach, FL 32233
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ARTICLE X

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII

Corporation Business

The business of this corporation shall be conducted by a President, one (1) or more Vice-presidents, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valid as if legally called and notified. This corporation may prescribe and make such other provisions by proper by-laws as the corporation may desire for the regulation of the business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting, and regulating the powers of the corporation, the Directors and Stockholders, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates; provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the Subscriber and Incorporator has
hereunto set his hand and seal this 1st day of December, 1999.

Paul M. Eakin

Paul M. Eakin

I hereby accept the designation of registered agent for
the above-mentioned corporation at the above-mentioned address,
city, and state.

Carol Nicholson

CAROL NICHOLSON

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by
CAROL NICHOLSON, who is personally known to me and/or who has
produced FDL# N242110448030 as identification and who
did/did not take an oath, this 1st day of December, 1999.



Rose Rita Lodise

Notary Public

Printed Name: _____

My Commission Expires: _____