

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

ATTORNEYS AND COUNSELORS

FLAGLER CENTER TOWER
505 SOUTH FLAGLER DRIVE
ELEVENTH FLOOR
WEST PALM BEACH, FLORIDA 33401

P. O. BOX 3475
WEST PALM BEACH, FLORIDA 33402-3475
(561) 659-3000
FAX: (561) 832-1454

LARRY B. ALEXANDER
CARL ANGELOFF
M. TRACEY BIAIGIOTTI
CLAY C. BROOKER
JOYCE A. CONWAY
MARGARET L. COYNE
EDWARD DIAZ
REBECCA G. DUANE
CHRISTOPHER S. DUKE
H. MICHAEL GALEY
SCOTT G. HARRIS
THORNTON L. HENRY
PETER S. JOHNSON
MARK B. JOHNSON

MICHAEL T. KRANZ
JOHN BLAIR McCRACKEN
SCOTT L. McMULLEN
DAVID PRATT
JOHN C. RANDOLPH
STEVEN J. ROTHMAN
PETER A. SACHS
D. CULVER SMITH III
STEPHEN A. STUBBS
ROBERT R. TOMLINSON
JOHN S. TRIMMER
BRUCE K. WILSON
JAMES W. WILSON

HENRY F. LILIENTHAL
1902-1982
HARRY ALLISON JOHNSTON
1895-1983

R. BRUCE JONES
1904-1988

PAUL W. WIFE
1915-1988

WILLIAM A. FLEMING
RETIRED

OF COUNSEL

BY FLORIDA
JACK A. PUSCO

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February 14, 1997

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: C² Associates, Inc. - incorporation

Dear Sir/Madam:

Enclosed please find an original and a copy of the proposed Articles of Incorporation in regard to C² ASSOCIATES, INC. I have enclosed our firm check in the amount of \$122.50 to cover the filing fee to the Secretary of State. Please mail the hard copy of the document to the undersigned in the enclosed self-addressed envelope.

Sincerely,

JONES FOSTER JOHNSTON & STUBBS, P.A.

[Signature]
Larry B. Alexander

LBA:cam

Enclosures

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97 FEB 24 PM 4: 39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
C² ASSOCIATES, INC.

FILED
97 FEB 24 PM 4:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be C² ASSOCIATES, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of investing in real estate and for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 7,500 shares of common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Initial Registered Office
Principal Place of Business & Mailing Address

The initial Registered Office of this corporation shall be located at 505 South Flagler Drive, Suite 1100, in the City of West Palm Beach, County of Palm Beach, State of Florida, and the name of the initial Registered Agent of this corporation at said address shall be Larry B. Alexander. The principal place of business shall be located at 16050 West Bay Drive, No. 252, in the City of Jupiter, County of Palm Beach, State of Florida. The mailing address of the business shall be 16050 West Bay Drive, No. 252, Jupiter, Florida 33477.

ARTICLE V

Initial Board of Directors

This corporation shall initially have one Director. The number of Directors may be changed from time to time by the by-laws but shall never be less than one (1). The name and address of the initial Director is:

CRAIG L. COMBS
16050 West Bay Drive
No. 252
Jupiter, Florida 33477

ARTICLE VI

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers

or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

F. Upon the proposed sale of any issued (or treasury) stock of this corporation, any holder of issued shares of this corporation of the same class or series shall have the right to purchase his pro-rata share of such unissued or treasury shares as are proposed for sale as nearly as may be done without the issuance of fractional shares at the price at which such shares are offered to others.

ARTICLE VII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

CRAIG L. COMBS
16050 West Bay Drive
No. 252
Jupiter, Florida 33477

As sole Director and sole Officer

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Larry B. Alexander
505 South Flagler Drive
Suite 1100
West Palm Beach, Florida 33401

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.167, providing that corporate existence may begin up to five days before the filing with the Secretary of State.

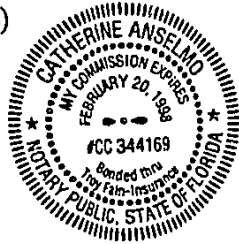
IN WITNESS WHEREOF, the undersigned incorporator, LARRY B. ALEXANDER has subscribed to these Articles of Incorporation this 17 day of Feb, 1997.


LARRY B. ALEXANDER

State of Florida:
County of Palm Beach:

The foregoing instrument was acknowledged before me this 17th day of February, 1997 by LARRY B. ALEXANDER, who is personally known to me or who has produced a driver's license as identification.

(NOTARY SEAL)




NOTARY PUBLIC

Catherine Anselmo
Print Name

MY COMMISSION EXPIRES:

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That C² ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 505 South Flagler Drive, Suite 1100., West Palm Beach, County of Palm Beach, State of Florida, has named LARRY B. ALEXANDER, located at said address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.


LARRY B. ALEXANDER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA