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ATTORNEYS AT LAW

BRADEN K. BALL, JR.
MAUREEN DUGNAN
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Also Licensed In New York
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CHARLES L. HOFFMAN, JR.
LL.M. in Taxation
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
JASON R. MOSLEY
LL.M. in Taxation
ROBERT C. PALMER, III
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PENSACOLA, FLORIDA 32501

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

July 11, 2003

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

Subject: Domestication of ABC Management Group, Inc.

Enclosed are an original and one (1) copy of the Certificate of Domestication and a check for:

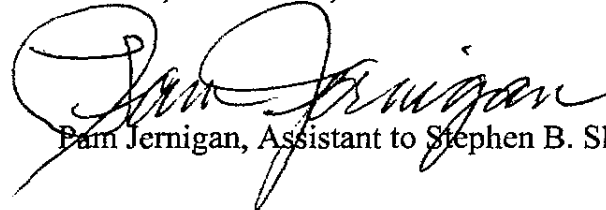
Fees:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file:	\$128.75

Please file accordingly and contact me if you have any questions.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Pam Jernigan, Assistant to Stephen B. Shell

SBS/pfh
Enclosures
B2184-00000

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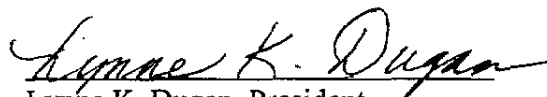
CERTIFICATE OF DOMESTICATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Lynne K. Dugan, President of ABC Management Group, Inc., a foreign Corporation, in accordance with F.S. 607.1801 does hereby certify:

1. The date on which the corporation was first formed is March 24, 1997.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is Arkansas.
3. The name of the corporation immediately prior to the filing of the Certificate of Domestication is ABC Management Group, Inc.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to § 607.0202 and 607.0401 with this certificate is ABC Management Group, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is 2501 State Hwy. 286 West, Suite A13, Conway, Arkansas 72032.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Lynne K. Dugan, President of ABC Management Group, Inc. and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this the 11th day of July, 2003.


Lynne K. Dugan, President
ABC Management Group, Inc.

ARTICLES OF INCORPORATION
OF
ABC MANAGEMENT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. CORPORATE NAME

The name of this corporation shall be ABC MANAGEMENT GROUP, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to share of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

3950 Bayou Blvd.
Pensacola, FL 32503

**ARTICLE VII. REGISTERED AGENT AND
INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Lynne K. Dugan
3950 Bayou Blvd.
Pensacola, FL 32503

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The name of the initial director of this corporation and her street address is:

Lynne K. Dugan
3950 Bayou Blvd.
Pensacola, FL 32503

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation; and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs, devisees, legatees, pledgees

assignees, receiver in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchase. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchase, the secretary of the corporation shall mail a written notice to all of the remaining stockholders by certified mail, return-receipt requested advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with in desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchase as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. INDEMNIFICATION

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

ARTICLE XII. INCORPORATOR

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

Lynne K. Dugan
3950 Bayou Blvd.
Pensacola, FL 32503

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

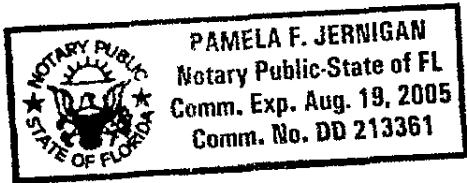
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 11th day of July, 2003.

Lynne K. Dugan
Lynne K. Dugan

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by **Lynne K. Dugan** () who is personally known to me or who (✓) produced a driver's license as identification on this 11th day of July, 2003.



Pamela F. Jernigan
Printed Name of Notary
NOTARY PUBLIC—STATE OF _____
Commission Number: _____
Expiration Date: 8-19-05

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ABC Management Group, Inc. at the place designated in the Articles of Incorporation, Lynne K. Dugan agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: July 11, 2003

Lynne K. Dugan
Lynne K. Dugan

FILED
03 JUL 14 PM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA