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2003 JUN 14 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

07/16/03

CARY A. HARDEE, II
Attorney at Law
215 Southeast Pinckney Street
Madison, Florida 32340

Office 850/973-4007
Fax 850/973-8495

P. O. Drawer 450
Madison, FL 32341

July 01, 2003

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

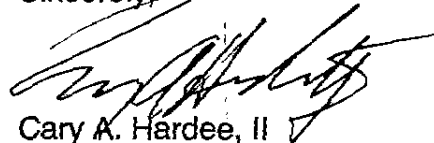
Re: Midway Financial Corporation

Dear Sir or Madam:

Enclosed please find check number 1002 in the amount of \$78.75 in order to cover the filing fee for the above named Corporation and also to receive a certified copy of the Articles Of Incorporation and the Designation and Acceptance of Registered Agent for a Florida Corporation. We have enclosed the original Articles Of Incorporation and the Designation and Acceptance of Resident Agent for a Florida Corporation. Once the corporation has been filed, please send the certified copy back to my office in the envelope provided.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Cary A. Hardee, II

CAH: swh
Enclosures
cc: client

ARTICLES OF INCORPORATION
OF
MIDWAY FINANCIAL CORPORATION

2009 JUL 14 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned subscribers to these Articles Of Incorporation, natural persons, competent to contact, hereby execute these Articles Of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this for profit corporation is MIDWAY FINANCIAL CORPORATION.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business of the this corporation is Route 4, Box 1449, Madison, Florida 32340 and the mailing address of the corporation is Post Office Box 936, Madison, Florida 32341. That the street address and the mailing address are not the same. That the Board of Directors may from time to time move the principal office of the Corporation to any other address in Florida.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV. PREEMPTIVE RIGHTS AND RESTRICTIONS

The stockholders of this corporation shall have preemptive rights in and to all additional shares that might be authorized by the corporation in proportion to the number of shares owned of the original issued to the corporation. In addition, each shareholder has been granted and is granted a right of first refusal in the shares of stock held by every other stockholder. That Joshua J. Chamblin has granted and by these Articles does grant an option to purchase his shares of stock for the purchase price of \$1000 per share for the period of time of ten years to JAMES A. CHAMBLIN and JANET S. CHAMBLIN.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is JAMES A. CHAMBLIN, Route 4, Box 1449, Madison, Florida 32340.

ARTICLE VI. INCORPORATORS.

The names and street addresses of the incorporators to these articles of incorporation are:

JAMES A. CHAMBLIN	JANET S. CHAMBLIN	JOSHUA J. CHAMBLIN
Route 4, Box 1449	Route 4, Box 1449	Route 4, Box 1449
Madison, Florida 32340	Madison, Florida 32340	Madison, Florida 32340

ARTICLE VII. DIRECTORS.

The names and street addresses of the initial directors are:

JAMES A. CHAMBLIN Route 4, Box 1449 Madison, Florida 32340	JANET S. CHAMBLIN Route 4, Box 1449 Madison, Florida 32340	JOSHUA J. CHAMBLIN Route 4, Box 1449 Madison, Florida 32340
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ARTICLE VIII. INITIAL OFFICERS

The names and addresses of the initial officers of this corporation are as follows:

NAME	ADDRESS	OFFICE
JAMES A. CHAMBLIN	Post Office Box 936 Madison, Florida 32341	President
JANET S. CHAMBLIN	Post Office Box 936 Madison, Florida 32341	Secretary/Treasurer
JOSHUA J. CHAMBLIN	Post Office Box 936 Madison, Florida 32341	Vice President

ARTICLE IX. CORPORATE BUSINESS.

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, to wit:

To operate a business for the purchase and sale of real property, the purchase and sale of real estate mortgages and promissory notes, and investments of all kinds, nature or description.

To take, acquire, buy, hold, own, maintain, work, sell, convey, lease, mortgage, exchange

real or person property or mixed; to buy and sell, convey, assign and cancel liens of every kind upon personal property or real property of every class, kind, or nature; to draw acquire, endorse, discount, and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of any kind, class or nature and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take acquire, hold, exchange and deal in shares, stocks, bonds, obligations, or securities of any government or authority, individual or corporation.

Generally, to make and perform contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other act or thing, to exercise, and which now or may hereafter may be authorized by law, and generally to do and perform all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied, provided, however, that no provision hereof shall be construed to authorize this corporation to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, or mutual fire insurance association business or cooperative association, or fraternal benefit society, or state fair exposition.

ARTICLE X. BY-LAWS.

The power to adopt, alter, amend and/or repeal any and all By-Laws shall be vested in the Board of Directors.

ARTICLE XI. PAR VALUE.

The par value of shares issued by the corporation shall be ten dollars.

ARTICLE XII. LIABILITY

There shall be no personal liability on shareholders for the debts of the corporation.

ARTICLE XIII. TRANSACTIONS WITH INTERESTED PERSONS.

No contract or other transaction of the Corporation with any other person, firm or corporation, or in which this Corporation is interested shall be affected or invalidated by: (A) The fact that any one or more of the shareholders of this corporation is interested in or is a director, officer or shareholder of another corporation; (B) The fact that any shareholder, individually or jointly with others, may be a party to or may be interested in any such contract or transaction, and each and every person who may become a shareholder of the corporation is hereby relieved from any liability that may otherwise arise by reason of this contract with the Corporation for the benefit of himself or any firm or corporation in which he/she may in anywise be interested.

ARTICLE XIV. TERM OF EXISTENCE

This corporation is to exist perpetually, and shall commence existence as of the filing of these Articles with the Department of State of the State of Florida.

The undersigned executed these articles of incorporation on this 30th day of June, 2003.

James A. Chamblin
JAMES A. CHAMBLIN

Janet S. Chamblin
JANET S. CHAMBLIN

Joshua J. Chamblin
JOSHUA J. CHAMBLIN

STATE OF FLORIDA
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority one JAMES A. CHAMBLIN, who, after being first duly sworn by me, states on oath that he is the subscriber to these Articles Of Incorporation, that he executed the same, and acknowledge before me that he subscribed to these Articles Of Incorporation.

SWORN TO AND SUBSCRIBED before me on this 30th day of June, 2003.

Patsy P. Hardee
NOTARY PUBLIC-STATE OF FLORIDA

Personally known
 Produced identification
Type of identification produced _____



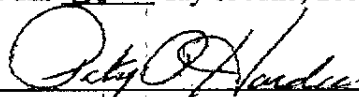
PATSY P. HARDEE
Notary Public, State of Florida
My comm. expires April 18, 2005
Comm. No. DD 018527

STATE OF FLORIDA
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority one JANET S.

CHAMBLIN, who, after being first duly sworn by me, states on oath that she is the subscriber to these Articles Of Incorporation, that she executed the same, and acknowledge before me that she subscribed to these Articles Of Incorporation.

SWORN TO AND SUBSCRIBED before me on this 30th day of June, 2003.


NOTARY PUBLIC-STATE OF FLORIDA

- Personally known
- Produced identification
- Type of identification produced _____



PATRY P. HARDEE
Notary Public, State of Florida
My comm. expires April 18, 2005
Comm. No. DD 018527

STATE OF FLORIDA

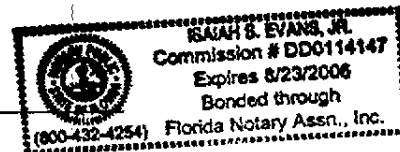
COUNTY OF Orange

PERSONALLY APPEARED BEFORE ME, the undersigned authority one JOSHUA J. CHAMBLIN, who, after being first duly sworn by me, states on oath that he is the subscriber to these Articles Of Incorporation, that he executed the same, and acknowledge before me that he subscribed to these Articles Of Incorporation.

SWORN TO AND SUBSCRIBED before me on this 27 day of June, 2003.


NOTARY PUBLIC-STATE OF FLORIDA

- Personally known
- Produced identification
- Type of identification produced FL DL



**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **MIDWAY FINANCIAL CORPORATION.**
2. The name of the registered agent is **JAMES A. CHAMBLIN.**
3. The address of the registered agent/registered office is **Route 4, Box 1449, Madison, Florida 32340.**

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: 7/7/03



JAMES A. CHAMBLIN.

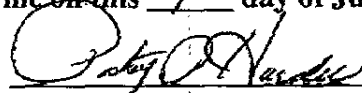
2003 JUL 14 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF MADISON

PERSONALLY APPEARED BEFORE ME, the undersigned authority one **JAMES A. CHAMBLIN**, who, after being first duly sworn by me, states on oath that he is the subscriber to this Designation and Acceptance of Registered Agent for a Florida Corporation, that he executed the same, and acknowledge before me that he subscribed to this Designation and Acceptance of Registered Agent for a Florida Corporation.

SWORN TO AND SUBSCRIBED before me on this 7th day of July 2003.



Signature of Notary Public

My Commission Ends:



PATSY P. HARDEE
Notary Public, State of Florida
My comm. expires April 18, 2005
Comm. No. 00 018527