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ACCOUNT NO. : 072100000032

REFERENCE : 286937 6475A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 10, 1997

ORDER TIME : 10:22 AM

EFFECTIVE DATE
3.7.97

ORDER NO. : 286937-010

CUSTOMER NO: 6475A

1100 R2101141 11
MAR 10 1997
FEDERAL BUREAU OF INVESTIGATION

CUSTOMER: Wilson C. Atkinson, Iii, Esq
ATKINSON DINER STONE &
MANKUTA, P.A.
P. O. Drawer 2088

Hollywood, FL 33022-2088

DOMESTIC FILING

NAME: W.O. BRISBEN COMPANIES SOUTH,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 MAR 10 PM 2:43
RECEIVED
97 MAR 10 AM 10:52
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

K.R. MAR 10 1997

EFFECTIVE DATE
3-7-97

ARTICLES OF INCORPORATION
OF

W. O. BRISBEN COMPANIES SOUTH, INC.

FILED
97 MAR 10 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

W. O. BRISBEN COMPANIES SOUTH, INC.

ARTICLE II.

MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address is:

2321 N.W. 33rd Street
Apartment 212
Fort Lauderdale, Florida 33309

The address of the Corporation's principal office is not known
at this time.

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity permitted under the laws of the United States and under the laws of the State of Florida which is consistent with and in furtherance of its stated purpose.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) shares of stock, of which three thousand seven hundred fifty (3,750) shares will be designated as Class A stock and three thousand seven hundred fifty (3,750) shares will be designated as Class B stock. The shares of stock authorized shall all be common stock having a par value of One Dollar (\$1.00) per share and shall be identical in rights and privileges, with the exception that Class A stock shall have voting rights and Class B stock shall have no voting rights. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Wilson C. Atkinson, III, Esq.
c/o Atkinson, Diner, Stone & Mankuta, P.A.
1946 Tyler Street
P.O. Drawer 2088
Hollywood, FL 33022-2088

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The names and post office addresses of the first Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
WILLIAM O. BRISBEN	2321 N.W. 33rd Street Apartment 212 Fort Lauderdale, Florida 33309
ROBERT E. SCHULER	7800 E. Kemper Road Cincinnati, Ohio 45249

The first Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>Incorporator</u>	<u>Address</u>
WILSON C. ATKINSON, III	c/o Atkinson, Diner, Stone & Mankuta, P.A. 1946 Tyler Street P.O. Drawer 2088 Hollywood, Florida 33022-2088

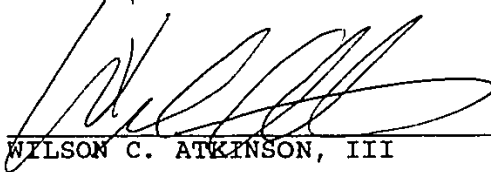
ARTICLE IX.

COMMENCEMENT DATE

Corporate existence will commence on March 7, 1997.


THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make

and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


WILSON C. ATKINSON, III (SEAL)

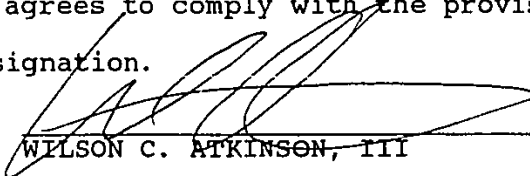
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 7TH day of MARCH, 1997, by WILSON C. ATKINSON, III, who is personally known to me or has produced _____ as identification.


Notary Public, State of Florida
at Large



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


WILSON C. ATKINSON, III

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE