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REFERENCE : 309530 1299A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : March 27, 1997
ORDER TIME : 9:29 AM
ORDER NO. : 309530-005
CUSTOMER NO: 1299A

CUSTOMER: Robert D. Hart, Jr., Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
P. O. Box 13010

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-03/27/97--01053--019
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Pensacola, FL 32591-3010

DOMESTIC FILING

NAME: SIDEKICK OF NORTHWEST FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
97 MAR 27 AM 11:57
SEC. OF STATE
TALLAHASSEE, FLORIDA

84 MAR 27 1997

97 MAR 27 10 49 49

3/26/97

ARTICLES OF INCORPORATION

FILED

OF

97 MAR 27 AM 11:57

SIDEKICK OF NORTHWEST FLORIDA, INC.

TALLAHASSEE, FLORIDA

The undersigned incorporator, NATHAN MASH, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is SIDEKICK OF NORTHWEST FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 19516 Planters' Point, Boca Raton, Florida 33434-5146.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to

other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 19516 Planters' Point, Boca Raton, Florida 33434-5146, and the name of the initial registered agent of this corporation at that address is Nathan Mash.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Nathan Mash
19516 Planters' Point
Boca Raton, Florida 33434-5146

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Nathan Mash
19516 Planters' Point
Boca Raton, Florida 33434-5146

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

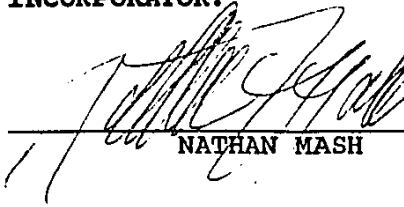
The date for commencement of this corporation's existence shall be the 26th day of March, 1997.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the _____ day of _____, 1997.

INCORPORATOR:

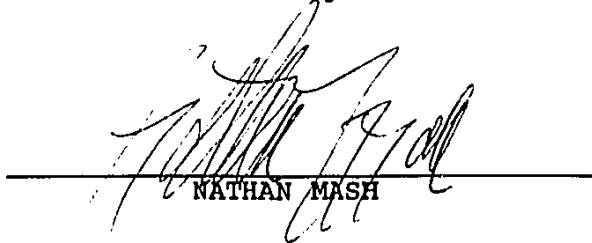


NATHAN MASH

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97 MAR 27 AM 11:57
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of SIDEKICK OF NORTHWEST FLORIDA, INC. Further, I am familiar with and accept the duties and obligations of such designation.



NATHAN MASH