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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 22 AM 10:43

May 21, 1997

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Hon. Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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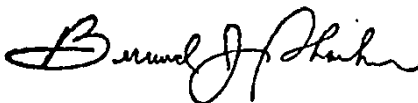
Dear Secretary of State Mortham:

Enclosed please find the Articles of Incorporation for MITCHELL PRODUCTION SERVICES, INC. along with a remittance of \$122.50 to cover the costs of incorporation.

Should you have any questions, or need any additional information, please do not hesitate to contact us.

Thank you very much for your cooperation.

Sincerely yours,



Bernard J. Shainbrown CPA
BJS:jm

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**ARTICLES OF INCORPORATION
OF**

MITCHELL PRODUCTION SERVICES, INC.

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The undersigned, being sui juris, does hereby agree, under the laws of the State of Florida, Florida Statute 607 et seq., and the provisions therein providing for the formation, rights, liabilities, privileges, benefits, and obligations conferred and imposed by said laws on corporations for profit, do hereby subscribe to and adopt the Articles set forth herein.

ARTICLE ONE: NAME

The name and address of this corporation shall be MITCHELL PRODUCTION SERVICES, INC., 851 North Market Street, Jacksonville, Florida, 32202.

ARTICLE TWO: DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

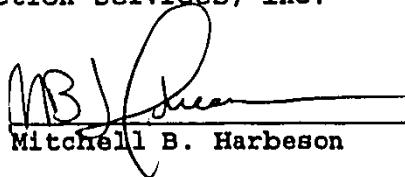
ARTICLE THREE: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is three thousand (3000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FOUR: REGISTERED AGENCY AND OFFICE

The initial Registered Agent of the corporation shall be Mitchell B. Harbeson, 851 North Market Street, Jacksonville, Florida 32202.

I acknowledge and accept the duties and responsibilities as registered agent for Mitchell Production Services, Inc.



Mitchell B. Harbeson

ARTICLE FIVE: INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is: Mitchell B. Harbeson, 1615 La Rue Avenue, Jacksonville, Florida 32207.

ARTICLE SIX: BOARD OF DIRECTORS

Mitchell Production Services shall initially have one(1) Director; whose name and address is as follows:
Mitchell B. Harbeson, 1615 La Rue Avenue, Jacksonville, Florida 32207.

ARTICLE SEVEN: OFFICERS

The name and address of the initial officers of Mitchell Production Services, Inc. are as follows:
President/Secretary/Treasurer: Mitchell B. Harbeson, 1615 La Rue Avenue, Jacksonville, Florida 32207.

ARTICLE EIGHT: SHAREHOLDER ACTION

A majority of the shareholders of the Corporation shall be required for any shareholder action.

ARTICLE NINE: CORPORATE BY-LAWS

The shareholders shall have the power to adopt, amend, alter, change or repeal the By-Laws or Articles of Incorporation when purposed and approved at a stockholders meeting, with not less than a three-fourths (3/4) vote of the common stock.

ARTICLE TEN: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, on this 21 day of May, 1997.

SIGNATURE OF SUBSCRIBER



Mitchell B. Harbeson, President

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SECRET
DIVISION OF INVESTIGATIONS