

HARMON & SLOAN, P.A.

ATTORNEYS AND COUNSELORS AT LAW
427 MCKENZIE AVENUE
POST OFFICE BOX 2327
PANAMA CITY, FLORIDA 32402-2327

DANIEL HARMON III
TIMOTHY J. SLOAN*

*ALSO MEMBER OF
DISTRICT OF COLUMBIA
AND MISSOURI BARS

TELEPHONE (850) 769-2501
FACSIMILE (850) 769-0824

October 2, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002655473--
-10/05/98--01064-014
122.50 **78.75

Re: Shaddix, Inc.

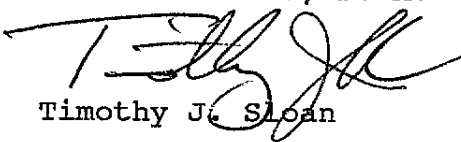
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$122.50 to cover the cost of filing. Please note that the corporation is to commence its existence on October 2, 1998.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.


Timothy J. Sloan

TJS/da

Enclosures

cc: Mr. Herman M. Shaddix
Mrs. Sara G. Shaddix

H:\WPDOCS\SHADDIX\SHADDIX.INC\SOS.LET

FILED
98 OCT -5 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OCT 7 1998

ARTICLES OF INCORPORATION
OF
SHADDIX, INC.,
a Florida corporation

FILED
98 OCT -5 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Shaddix, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually. This corporation shall commence its existence on October 2, 1998.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 4625 Delwood Park Boulevard, Panama City Beach, Florida 32408. The registered agent for this corporation is Timothy J. Sloan, whose address is 427 McKenzie Avenue, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of

this corporation is two (2). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

SARA G. SHADDIX
625 Delwood Park Blvd.
Panama City Beach, FL 32408

HERMAN M. SHADDIX
4625 Delwood Park Blvd.
Panama City Beach, FL 32408

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII- INCORPORATOR

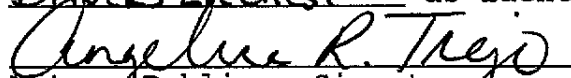
The name of the person signing these Articles is Herman M. Shaddix, whose address is 4625 Delwood Park Boulevard, Panama City Beach, Florida 32408.

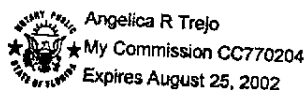
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of October, 1998.


HERMAN M. SHADDIX
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 2 day of October, 1998, by HERMAN M. SHADDIX, who is personally known to me or who has produced FL Drivers License as identification.


Notary Public - Signature



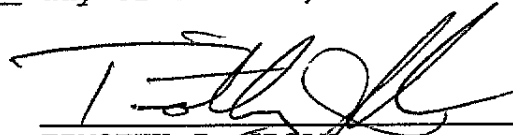
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

SHADDIX, INC.,
a Florida corporation

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 2ND day of October, 1998.



TIMOTHY J. SLOAN
Registered Agent

FILED
98 OCT -5 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA