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July 11, 1995

VIA FEDERAL EXPRESS
Attention: Doris Brown
Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

Re: First Southern Company, L.C.

700001539487
-07/18/95--01027--012
***337.50 ***337.50

Dear Doris:

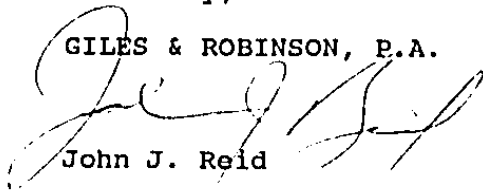
Per your telephone conversation of today with my assistant, enclosed are the original and one copy of the Articles of Incorporation for the above-referenced limited liability company along with our check in the amount of \$337.50 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	250.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	<u>52.50</u>
Total	\$337.50

It would be greatly appreciated if you would contact me immediately if there are any problems in filing these documents. Otherwise, upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P.A.


John J. Reid

JJR/ab
enclosures

D. BROWN JUL 12 1995

ARTICLES OF ORGANIZATION
OF
FIRST SOUTHERN COMPANY, L.C.,
a Florida limited liability company

ARTICLE I
NAME

The name of this limited liability company is FIRST SOUTHERN COMPANY, L.C. (the "Company").

ARTICLE II

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 964 Harbor City Boulevard, Melbourne, Florida.

ARTICLE IV
DURATION

The Company's existence shall commence on the 12th day of July, 1995 and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

ARTICLE V
MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

**ARTICLE VI
MEMBERS**

The names and addresses of the initial members are as follows:

NAME	ADDRESSES
Jess Correll	c/o First Southern National Bank P.O. Box 279 Stanford, KY 40484
Millard V. Oakley	1024 West Main St. Livingston, Tennessee
Ronald Hyder	c/o First National Bank P.O. Box 379 Livingston, Tennessee 38570

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The members shall have the right to admit new member(s) to the Company. New members may come into the Company only upon the agreement of those members owning at least 100% of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

**ARTICLE VIII
CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION
AND MEMBER VOTING**

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the initial members of the of the Company is as follows:

	<u>Amount</u>	<u>Percentage</u>
(1) Jess Correll	\$66.70	66.7%
(2) Millard V. Oakley	\$30.00	30%
(3) Ronald H. Hyder	\$ 3.30	3.3%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's

vote shall be weighted in accordance with the Regulations of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE IX
ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 11th day of July, 1995.

MEMBER:

Millard V. Oakley

AUTHORIZED REPRESENTATIVE:

John J. Reid
John J. Reid on behalf of Millard V. Oakley

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of July, 1995, by John J. Reid, who is personally known to me or who has produced N/A as identification.

Witness my hand and official seal in the county and state last
aforesaid on the day and year first written above.

M Evelyn McCoy
Name:

Notary Public, State of _____

Commission Number:

My Commission Expires:

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OFFICIAL SEAL
M. EVELYN MCCOY
My Commission Expires
May 20, 1995
Comm. No. CC 20417B

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FIRST SOUTHERN COMPANY, L.C., deposes and says:

1. That the above-named limited liability company has at least two members.

2. That the total amount of cash contributed by the members is One Hundred Dollars and No Cents (\$100.00).

3. That, if any, the agreed value of property other than cash contributed by members is N/A. A description of the property, if any, is attached and made a part hereof.

4. That the total amount of cash or property anticipated to be contributed by members is One Hundred Dollars and No Cents (\$100.00). This total includes amounts from paragraphs 2 and 3 above.

5. That he is the authorized representative of a member of First Southern Company, L.C.

Further Affiant sayeth naught.

John J. Reid
Affiant

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of July, 1995, by John J. Reid, who is personally known to me or who has produced N/A as identification.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

M. Evelyn McCoy
Name:

Notary Public, State of FLORIDA

Commission Number:

My Commission Expires:



OFFICIAL SEAL
M. Evelyn McCoy
Comm. No. CC 204178

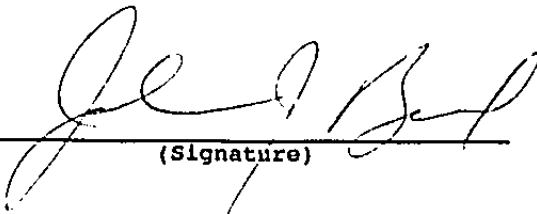
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF §§608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: FIRST SOUTHERN
COMPANY, L.C.
2. The name and address of the registered agent and office is:

John J. Reid, Esq.
390 N. Orange Ave., Suite 800
Orlando, Florida 32802

*Having been named as registered agent and to accept service of process
for the above stated limited liability company at the place designated
in this certificate, 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.*


(Signature)

7/11/95
(Date)