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LAW OFFICE OF
RAYMOND E. THOMPSON
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February 11, 2000

Secretary of State
The Capitol
Tallahassee, Florida 32304

RE: M&P Chipping Services, Inc.

Gentlemen:

800003133788-0
-02/18/00--01026--008
****122.50 *****78.75

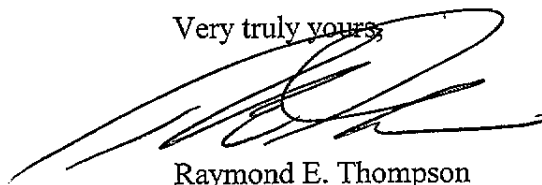
With reference to the above captioned, I enclose herewith Articles of incorporation of the above named corporation, along with this firm's Trust Account check in the amount of \$122.50, representing the following fees:

- 1. Filing Fee-----\$35.00
- 2. Certified Copy -----\$52.50
- 3. Registered Agent Designation -----\$35.00

TOTAL _____ \$122.50

If you find the Articles of Incorporation in order, please issue same and forward same to the undersigned. As in the past, your cooperation is sincerely appreciated.

Very truly yours,



Raymond E. Thompson

RET/mls

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2000 FEB 18 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2000 FEB 18 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M & P CHIPPING SERVICES, INC.

ARTICLE I

NAME: The name of this corporation is:

M & P CHIPPING SERVICES, INC.

ARTICLE II

DURATION: This corporation shall commence business on the the date of acceptance by the Department of State of the State of Florida, and shall have perpetual existence, unless otherwise dissolved in accordance with the law.

ARTICLE III

PURPOSE: The corporation is organized for the purpose of transacting any and all lawful businesses, within and without the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue one thousand (1,000) shares of Ten Dollar (\$10.00) par value of common stock.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED

OFFICE AND AGENT: The street address and mailing address of the initial registered office, the principal office and the mailing address of the corporation is:

3 Teak Court
Ocala, FL 34472

The name of the initial registered agent of this corporation at that address is:

RONALD R. PAISLEY

ARTICLE VII

INITIAL BOARD

OF DIRECTORS: This corporation shall have two (2) director initially. The number may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

RONALD R. PAISLEY
3 Teak Court
Ocala, FL 34472

DENIS E. MALONE
41 South Adams
Beverly Hills, FL 34465


ARTICLE VIII

SUBSCRIBERS: The names and addresses of the persons signing the Articles of Incorporation are:

RONALD R. PAISLEY
3 Teak Court
Ocala, FL 34472

DENIS E, MALONE
41 South Adams
Beverly Hills, FL 34465

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of February, 2000.


RONALD R. PAISLEY



DENIS E. MALONE

STATE OF FLORIDA
COUNTY OF MARION

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **RONALD R. PAISLEY and DENIS E. MALONE**, personally known to me to be the persons who executed the foregoing Articles of Incorporation or who did produce a driver's license as identification and they acknowledged before me that they executed these Articles of Incorporation, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 11th day of February, 2000.

NOTARY PUBLIC

(sign) 

(print) Raymond E. Thompson

COMMISSION NO: CC769049

COMMISSION EXPIRES: October 7, 2002

CORP-FRM
ART-INC.MAR



RAYMOND E. THOMPSON
COMMISSION # CC769049
EXPIRES OCT 07, 2002
BONDED THROUGH
ADVANTAGE NOTARY

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST --THAT **M & P CHIPPING SERVICES, INC.**, A Florida Corporation, DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS AT OCALA, STATE OF FLORIDA, HAS NAMED
RONALD R. PAISLEY, LOCATED AT 3 Teak Court, Ocala, Florida 34472, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


RONALD R. PAISLEY.

TITLE: PRESIDENT

DATE: FEBRUARY 11, 2000

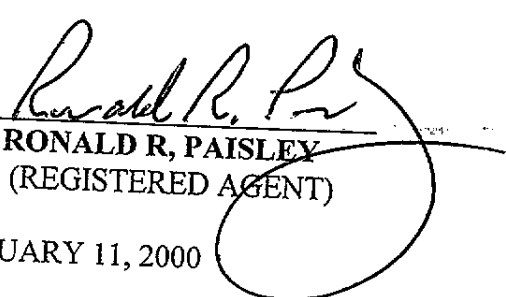
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 FEB 18 AM 9:21

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE


RONALD R. PAISLEY
(REGISTERED AGENT)

DATE: FEBRUARY 11, 2000