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SHULER AND SHULER

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ALFRED O. SHULER
J. GORDON SHULER
THOMAS M. SHULER

September 28, 2000

PO00000092446

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Apalachicola Bay Trading Company

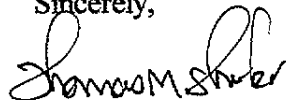
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*****70.00 *****70.00

Dear Sir/Madam:

Enclosed you will find the original Articles of Incorporation for Apalachicola Bay Trading Company and my check number 16320 in the amount of \$70.00 for your filing fee.

Thank you for your attention to this, and please let me know if you need any additional information.

Sincerely,



Thomas M. Shuler

TMS:mmm

Enc: as stated

FILED
00 SEP 29 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 29 PM 3:35
DIVISION OF CORPORATION

000020 OCT 02 2000
T. SMITH

**ARTICLES OF INCORPORATION
OF
APALACHICOLA BAY TRADING COMPANY**

ARTICLE I. NAME

The name of this corporation is Apalachicola Bay Trading Company.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of selling furniture and the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 71 Market Street, Suite 3, Apalachicola, Florida 32320 and the name of the initial registered agent of this corporation at that address is A. Curtis Blair.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be increased from time to time by the bylaws. The names and address of the initial director of this corporation is: A. Curtis Blair, 71 Market Street, Suite 3, Apalachicola, Florida 32320.

ARTICLE VII. INCORPORATORS

The name and address of the person signing this Article of Incorporation is Allyn Associates, Inc., 71 Market Street, Suite 3, Apalachicola, Florida 32320.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 28 day of September, 2000.

Allyn Associates, Inc.

By: B
A. CURTIS BLAIR, Its President

FILED
00 SEP 29 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF FRANKLIN

BEFORE ME, the undersigned authority, personally appeared A. CURTIS BLAIR, President of ALLYN ASSOCIATES, INC. to me known to be the person described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same as and for their own free act and deed, and for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of September, 2000.


Notary Public. My commission expires:

(Notarial Seal)



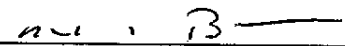
Suzanne Michele Maxwell
MY COMMISSION # CC920464 EXPIRES
April 8, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

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 28.091, Florida Statutes, the following is submitted:

That the desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 71 Market Street, Suite 3, Apalachicola, Florida 32320 has named as its agent to accept service of process within Florida.

Dated this 28th day of September, 2000.


A. CURTIS BLAIR, President of
Allyn Associates, Inc.

Having been named to accept service of process for the above named 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.

Dated this 28th day of September, 2000.


A. CURTIS BLAIR