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FILED
01 JAN -4 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 2, 2001

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32315

RE: 4 GRACES, INC.

100003523311--2
-01/04/01-01061-022
*****78.75 *****78.75

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation along with a Certificate Designating Registered Agent and our check made payable to your order in the amount of \$78.75 representing the filing fee.

EFFECTIVE DATE
01-02-01

If the enclosed meet with your approval, I would appreciate your filing the same and returning to the undersigned a copy of the Articles of Incorporation stating that they have been filed for my file. Thank you for your assistance in this matter and should there be any questions, please advise.

Very Truly Yours,

Lori Zeiger

Lori Zeiger, Paralegal
to Peter A. Mallory

/lz

Enclosures as stated

9-9-01

ARTICLES OF INCORPORATION

OF

4 GRACES, INC.

Article I - Name

The name of this corporation is 4 GRACES, INC. The initial street address of the principal office is 442 Grace Avenue, Panama City, Florida, 32401 and the mailing address is 442 Grace Avenue, Panama City, Florida, 32401.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles, which date of existence shall begin January 2, 2001.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 442 Grace Avenue, Panama City, Florida 32401 and the name of the initial registered agent of this corporation at that address is Sherri Denton Mallory.

Article VI - Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Sherri Denton Mallory	President/Director 715 Florida Avenue Panama City, FL 32401
Peter A. Mallory	Vice-President/Director 715 Florida Avenue Panama City, FL 32401
Timothy M. Warner	Vice-President/Secretary/ Director 4515 Northshore Road Lynn Haven, FL 32444
William G. Warner	Vice-President/Director 2916 Kings Harbour Road Panama City, FL 32405

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Article VII - Incorporators

The name and address of the persons signing these Articles are as follows:

Sherri Denton Mallory	President/Director 715 Florida Avenue Panama City, FL 32401
Peter A. Mallory	Vice-President/Director 715 Florida Avenue Panama City, FL 32401
Timothy M. Warner	Vice-President/Secretary/ Director 4515 Northshore Road Lynn Haven, FL 32444
William G. Warner	Vice-President/Director 2916 Kings Harbour Road Panama City, FL 32405

Sherri Denton Mallory
Fla. Bar No. 0699136
715 Florida Avenue
Panama City, FL 32401

Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

Article IX - Indemnification

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

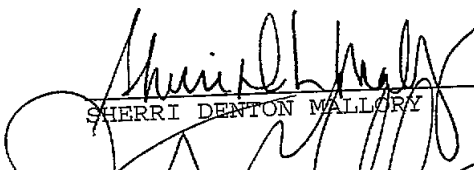
Article X - Preemptive Rights

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

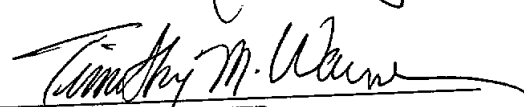
Article XI - Amendment of Articles of Incorporation

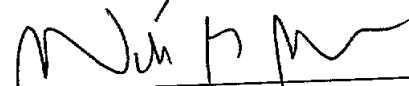
These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto
executed these Articles of Incorporation this 2nd day of
January, 2001.


SHERRI DENTON MALLORY


PETER A. MALLORY

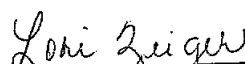

TIMOTHY M. WARNER


WILLIAM G. WARNER

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 2nd
day of January, 2001, by SHERRI DENTON MALLORY, PETER A. MALLORY,
TIMOTHY M. WARNER and WILLIAM G. WARNER all of whom, did not take
an oath, and all of whom are personally known unto me.

(SEAL)


Notary Public



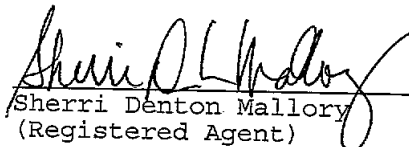
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That 4 GRACES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named Sherri Denton Mallory, located at 442 Grace Avenue, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Sherri Denton Mallory
(Registered Agent)

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TALLAHASSEE, FLORIDA