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REPLY TO: BRUCE A. McDONALD
brucecdonald@pensacolalaw.com

June 12, 2001

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

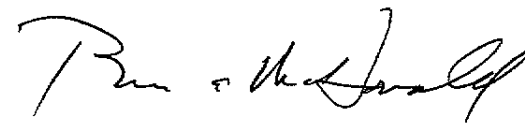
RE: F & F OF AMERICA, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of F & F of America, Inc. and Acceptance of Appointment of Registered Agent. Also, please find our check for \$78.75 to cover the filing fee for a profit corporation, and registered agent designation. Please send us back a certified copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,



Bruce A. McDonald

BAM/jbw
Encls.

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EFFECTIVE DATE

6-12-01

01 JUN 14 AM 10:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED JUN 18 2001

ARTICLES OF INCORPORATION
OF
F & F OF AMERICA, INC.

EFFECTIVE DATE
6-12-01

FILED

01 JUN 14 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is **F & F of America, Inc.**

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of the execution of these Articles which is June 12th, 2001.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States.

ARTICLE IV

PRINCIPAL OFFICE; MAILING ADDRESS

The principal office is located at 310 Hickory Street, Pensacola, Florida 32505. The mailing address of the corporation is 310 Hickory Street, Pensacola, Florida 32505.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE VI

PREEMPTIVE RIGHTS

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

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 310 Hickory Street, Pensacola, Florida 32505, and the name of this corporation's initial registered agent is James E. Flournoy.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2), whose names and addresses are:

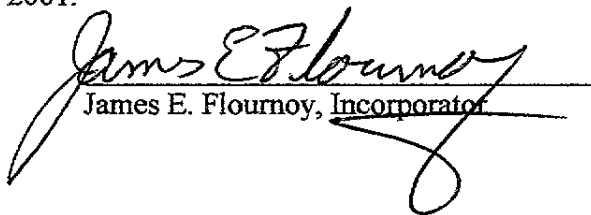
James E. Flournoy
310 Hickory Street
Pensacola, FL 32505

William S. Fontenot
310 Hickory Street
Pensacola, FL 32505

ARTICLE IX
INCORPORATORS

The name and address of the incorporator is James E. Flournoy at 310 Hickory Street,
Pensacola, Florida 32505.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles
of Incorporation this 12th day of June, 2001.

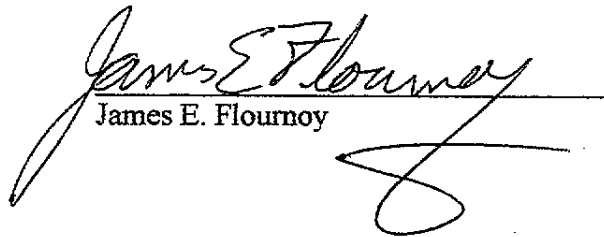

James E. Flournoy, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED
01 JUN 14 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, James E. Flournoy, hereby accept the appointment as Registered Agent for F & F of America, Inc., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 12th day of June, 2001.


James E. Flournoy

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