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January 3, 2002

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*****78.75 *****78.75

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

RE: WEATHERSBY, D'AOUST, HARRIS & LYNN, P.A.

Gentlemen:

Enclosed are Articles of Incorporation for the subject corporation which we will appreciate your filing and returning a certified copy.

Also enclosed is check in the amount of \$78.75 for the filing fee.

If there is any question, please call us collect at the above number. Thank you.

Very truly yours,

Thomas Sale, Jr.

Thomas Sale, Jr.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN - 7 AM 10:36

TSJr/km

Enclosures

F. CHESSEB JAN 9 2002

ARTICLES OF INCORPORATION

OF

WEATHERSBY, D'AOUST, HARRIS & LYNN, P.A.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN -7 AM 10:36

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is WEATHERSBY, D'AOUST, HARRIS & LYNN, P.A.. The principal office of the corporation is 2232 24th Street, P. O. Box 15547, Panama City, Florida 32405, and the mailing address is 2232 24th Street, P. O. Box 15547, Panama City, Florida 32405.

Article II - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business., accounting.

Article III - Duration

This corporation shall have perpetual existence and shall commence on the filing of these articles.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of common stock, each share having the par value of \$1.00.

Article V - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 2232 24th Street, Panama City, Florida 32405, and the name of the initial registered agent of this corporation at that address is Roch A. D'Aoust.

Article VI - Board of Directors

This corporation shall have three 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 nor no more than five. The names and addresses of the initial directors of this corporation are:

Charles M. Weathersby
2232 24th Street
Panama City, Florida 32405

Roch A. D'Aoust
2232 24th Street
Panama City, Florida 32405

Robert D. Harris, III
2232 24th Street
Panama City, Florida 32405

Article VII - Preemptive Rights

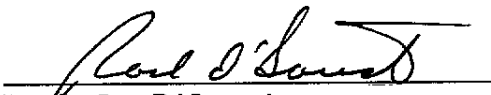
The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article VIII - Incorporators

The name and address of the person signing these Articles is:

Roch A. D'Aoust
2232 24th Street
Panama City, Florida 32405

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 20th day of December, 2001.

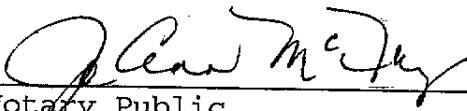
 (Seal)
Roch A. D'Aoust

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared ROCH A. D'AOUST, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid this 20 day of December, 2001.

JOANN Mc FRY
Notary Public - State of Florida
My Commission Expires May. 11, 2003
Commission # CC 835530



Notary Public
My Commission expires:


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 607.0501, Florida Statutes, the following is submitted in compliance with said act:

WEATHERSBY, D'AOUST, HARRIS & LYNN, P.A., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 2232 24th Street, Panama City, Florida 32405, has named ROCH A. D'AOUST, located at 2232 24th Street, Panama City, Florida 32405, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Resident Agent for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment, state that I am familiar with, and accept the obligations provided for in the Florida Statute 607.0505.



ROCH A. D'AOUST
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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