

PO2000009598

HOWARD A. CAPLAN
Attorney, P.A.

3900 Atlantic Blvd.
Jacksonville, Florida 32207
(904) 346-1670
(904) 346-1671 Facsimile
E-mail: HACaplan@aol.com

Licensed in
Florida &
Tennessee

January 25, 2002

Secretary of State
Division of Corporations
Attention: Bobbie Cox
P.O. Box 6327
Tallahassee, FL 32314

800004764748--4
-01/28/02--01071--024
*****50.00 *****50.00

800004764748--4
-01/10/02--01036--006
*****70.00 *****70.00

Dear Ms. Cox:

Enclosed is the Certificate of Domestication of Southern Telmark, Inc. and a check for the appropriate fee. We spoke about this matter earlier this month. It is my understanding you are holding the Articles of Incorporation of Southern Telmark, Inc. I will appreciate your filing both the Certificate of Domestication of Southern Telmark, Inc. and the Articles of Incorporation of Southern Telmark, Inc.

Sincerely,



Howard A. Caplan

HAC/mt
enclosures

FILED
02 JAN 28 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

758
1/28/02

**CERTIFICATE OF DOMESTICATION OF
SOUTHERN TELMARK, INC.**

The undersigned, Gregg Holloway, President, of Southern Telmark, Inc. a foreign Corporation,
in accordance with F. S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was November 5, 1996.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was South Carolina.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Southern Telmark, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s.607.0202 and 607.0401 with this certificate is Southern Telmark, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was South Carolina.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Southern Telmark, Inc. and am authorized to sign this certificate of Domestication
on behalf of the corporation and have done so this the 21 day of January, 2002.



(Authorized Signature)

FILED
02 JAN 28 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTHERN TELMARK, INC.

FILED
02 JAN 28 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a for profit corporation under the Business Corporations Act and other laws of the State of Florida.

ARTICLE I

The name of the corporation is Southern Telmark, Inc.

ARTICLE II

The general nature of the business that will be transacted by the corporation is any legally permissible activity, including marketing and sales.

The corporation will have the power to invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

The corporation will have the power to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes will not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred thousand (500,000) shares of common stock having no par value. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by section 1244 of the Internal Revenue Code.

Shareholders will not have preemptive rights.

The shareholders may, by bylaw provision or by shareholders' agreement, impose such restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

ARTICLE IV

This corporation will exist perpetually.

ARTICLE V

The principal office of the corporation initially will be at 6501 Arlington Expressway, Suite A-202, Jacksonville, FL 32211. The principal office may be moved to any address that the Board of Directors will choose, provided however that the principal office will be in the State of Florida.

ARTICLE VI

The initial number of directors of the corporation will be one (1). The number of directors may be changed by bylaw adopted by the shareholders, provided however that the number of directors will never be less than one (1).

ARTICLE VII

The initial Board of Directors will be elected by the incorporator at the organizational meeting.

ARTICLE VIII

The name and address of the incorporator and person signing these Articles of Incorporation are:

Name
Howard A. Caplan

Address
3900 Atlantic Blvd.
Jacksonville, FL 32207

ARTICLE IX

No contract or other transaction between this corporation and any other corporation will be affected by the fact that any director of this corporation is interested in or is a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be interested in any way.

ARTICLE X

This corporation will have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) health insurance plan, or other retirement or incentive compensation plans. This corporation will have the power to make loans, secured or unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

ARTICLE XI

The corporation will indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors

of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person will be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his duty. Such indemnification will be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation will indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

ARTICLE XIII

The registered office will be and the registered agent at that same address are:

Agent
Howard A. Caplan, Attorney, P. A.

Registered Office Address
3900 Atlantic Blvd.
Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 8th day of January, 2002.


Howard A. Caplan

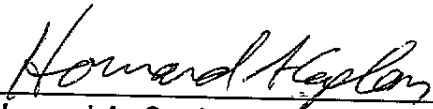
ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provisions of said law relative to keeping open said office.

Dated this 8th day of January, 2002.

HOWARD A. CAPLAN, ATTORNEY, P.A.


Howard A. Caplan President

FILED
02 JAN 28 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA