

P02000024120

DARBY, PEELE, BOWDOIN, PAYNE & KENNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
W. RODERICK BOWDOIN, P.A.
M. BLAIR PAYNE
THOMAS J. KENNON, III
GORDON R. SUMMERS, JR.

ATTORNEYS AT LAW

February 20, 2002

327 NORTH HERNANDO STREET
POST OFFICE DRAWER 1707
LAKE CITY, FLORIDA 32056
TELEPHONE (386) 752-4120
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Corporate Records Bureau
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of Southern Investment Capital, Inc. a Florida corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

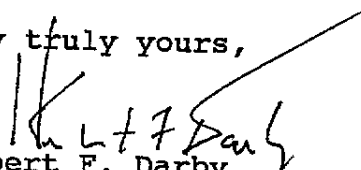
Also enclosed is our check in the sum of \$78.75 as payment for the following costs:

| | |
|------------------------|-------------|
| Filing fee | \$ 70.00 |
| Fee for certified copy | <u>8.75</u> |
| Total | \$ 78.75 |

Should you have any questions, please do not hesitate to contact me.

Thank you.

Very truly yours,


Herbert F. Darby
For the Firm

HFD/lss
Enclosures

cc: Mr. Guy N. Williams
Mr. N. Terry Dicks
Mr. Clinton F. Dicks, Jr.
Mr. Murphy B. McLean, Jr.

FILED
2002 FEB 27 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

f 3/5/02

ARTICLES OF INCORPORATION
OF

SOUTHERN INVESTMENT CAPITAL, INC.

FILED

2002 FEB 27 PM 12:30

In compliance with the requirements of F.S. Chapter 607, undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the Corporation ("Corporation") is SOUTHERN INVESTMENT CAPITAL, INC.

ARTICLE II

The existence of the Corporation shall begin upon the filing of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 205 Burk Street, Lake City, Florida 32055.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE VI

The initial street address of the Corporation's registered office is 205 Burk Street, Lake City, Florida 32055. The initial registered agent for the Corporation at that address is Guy N. Williams.

ARTICLE VII

The initial board of directors shall consist of four members, who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

| Name | Address |
|-----------------------|--|
| MURPHY B. McLEAN, JR. | 14237 County Road 137 Wellborn, Florida 32094 |
| N. TERRY DICKS | Route 10, Box 319 Lake City, Florida 32025 |
| CLINTON F. DICKS, JR. | Route 10, Box 319 Lake City, Florida 32025 |
| GUY N. WILLIAMS | 205 Burk Street Lake City, Florida 32055 |

ARTICLE VIII

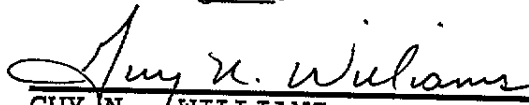
The name and street address of the person signing these articles of incorporation are:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| GUY N. WILLIAMS | 205 Burk Street Lake City, Florida 32055 |

ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on February 20, 2002.


GUY N. WILLIAMS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SOUTHERN INVESTMENT CAPITAL, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Guy N. Williams

GUY N. WILLIAMS

Registered Agent

Date: February 20, 2002.

FILED
2002 FEB 27 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA