

OCT-11-02 FRI 11:26 AM
Division of Corporations

FAX NO.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : EMMANUEL SHEPPARD & CONDON
Account Number : 072720000035
Phone : (850) 433-6581
Fax Number : (850) 434-7163

FLORIDA PROFIT CORPORATION OR P.A.

SUNSOUTH LEASING COMPANY, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

10/11/02

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
SUNSOUTH LEASING COMPANY, INC.**

ARTICLE ONE - NAME

The name of the corporation is SUNSOUTH LEASING COMPANY, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue one hundred thousand (100,000) shares of one (\$0.01) cent par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 224 N. Waukesha Street, Bonifay, Florida 32425 with a mailing address of 224 N. Waukesha Street, Bonifay, Florida 32425, and the name of the initial registered agent of this corporation at that address is Michael A. Medley.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS AND SPECIFIC POWERS

This corporation shall have five (5) 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 is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| Brian K. James | 4117 Indian Trail Destin, FL 32541 |
| Michael A. Medley | 1009 McGee Road Bonifay, Florida 32425 |
| Michael P. McCann | 34 Woodnell Drive Dothan, AL 36305 |
| Michael A. Bean | 428 Orchard Circle Dothan, AL 36305 |

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John W. Cash

17135 Front Beach Road
Unit 23
Panama City Beach, FL 32413

No sale, transfer, conveyance, lease or mortgage of any property of the corporation shall be effective without the written consent of a majority of the directors, and all other actions of the corporation shall require the approval of a majority of the directors.

ARTICLE SEVEN - PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase a 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 EIGHT- INCORPORATOR

The name and address of the incorporator, who is signing these Articles is Michael A. Medley, 224 N. Waukesha Street, Bonifay, Florida 32425.

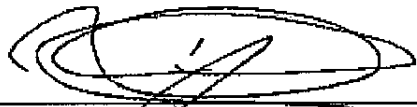
ARTICLE NINE- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Directors.

ARTICLE TEN - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 9th day of October, 2002.


Michael A. Medley, Incorporator

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

SUNSOUTH LEASING COMPANY, INC.

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

First--that SUNSOUTH LEASING COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Bonifay, County of Holmes, State of Florida has named Michael A. Medley located at 224 N. Waukesha Street, City of Bonifay, County of Holmes, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


Michael A. Medley, Registered Agent

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