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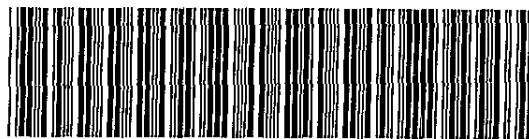
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07-15-03

WILLIAM S. GRAESSLE & ASSOCIATES, P.A.
ATTORNEYS AND COUNSELORS

OLD MOROCCO BUILDING ♦ 219 NEWNAN STREET - 4TH FLOOR ♦ JACKSONVILLE, FLORIDA 32202

WILLIAM S. GRAESSLE
THOMAS J. FRASER, JR.

July 8, 2003

TELEPHONE (904) 353-6333
FACSIMILE (904) 353-2080
graessle@suninternet.com
tjfraser@suninternet.com

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Corporate Formation

Dear Sir or Madam:

Please find enclosed herewith the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for "PFI PROPERTIES, INC." Also, please find a check in the amount of \$70.00 enclosed herewith for the filing fees for the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent. Please file stamp the enclosed copy and return it to me in the enclosed self-addressed stamped envelope.

Please contact me should you have any questions or comments regarding this matter.

Best regards,

Thomas J. Fraser
Thomas J. Fraser, Jr. (He)

Enclosures

cc: Frank L. Fraser, III

**ARTICLES OF INCORPORATION
OF
PFI PROPERTIES, INC.**

These Articles of Incorporation (the "Articles"), effective as of this 8th day of July, 2003, by the undersigned incorporator (the "Incorporator"), who submits these Articles for the purpose of forming a corporation (the "Corporation"), which shall engage in the lawful conduct of business both within and without the State of Florida, and who hereby declares and certifies that the statements contained herein are true and correct.

Name. The name of the Corporation shall be "**PFI PROPERTIES, INC.**"

Initial Street Address. The initial street address of the principal office of the Corporation shall be 11394 Reed Island Drive, Jacksonville, FL 32225.

Initial Mailing Address. The initial mailing address of the Corporation shall be 11394 Reed Island Drive, Jacksonville, FL 32225.

Authorized Shares. The Corporation shall have a maximum Ten Thousand (10,000) authorized shares, with each share having a par value of One Cent (\$.01).

Preemptive Rights. The Corporation may have preemptive rights as provided in a shareholders' agreement entered into by and among the shareholders and the Corporation.

Initial Registered Agent. The initial registered agent of the Corporation shall be Thomas J. Fraser, Jr., Esq.

Initial Registered Office. The street address of the initial registered office shall be 219 Newnan Street, Fourth Floor, Jacksonville, FL 32202.

Initial Board of Directors. The members of the initial board of directors of the Corporation, who shall hold office until their successors are legally elected or appointed, shall be:

Pelvin M. Cebak
11129 Robins Nest Court
Jacksonville, FL 32225

Luis Ivan Cruz
11129 Robins Nest Court
Jacksonville, FL 32225

Frank L. Fraser, III
11394 Reed Island Drive
Jacksonville, FL 32223

Incorporator. The Incorporator of the Corporation is Thomas J. Fraser, Jr., Esq. The Incorporator's street and mailing address is 219 Newnan Street, Fourth Floor, Jacksonville, FL 32202.


THOMAS J. FRASER, JR., ESQ.
Incorporator

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

This Certificate of Designation Registered Agent/Registered Office is executed this 8th day of July, 2003, pursuant to section 607.0501, Florida Statutes, the below-named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

PFI PROPERTIES, INC.

The name and address of the registered agent and office are:

Thomas J. Fraser, Jr., Esq.
219 Newnan Street
Fourth Floor
Jacksonville, FL 32202

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Thomas J. Fraser, Jr., Esq.