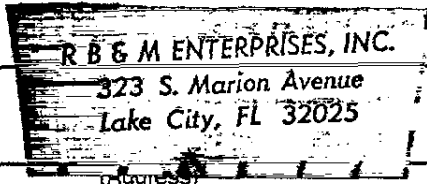


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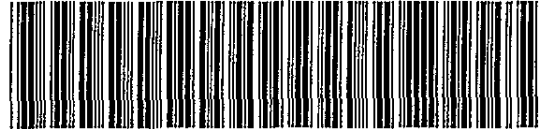
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05 JAN 24 PM 4:13

**ARTICLES OF INCORPORATION OF
SPEARS, SPEARS, & UPSHAW, INC.**

APPROVED
AND
FILED

05 JAN 24 PM 4:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be SPEARS, SPEARS, & UPSHAW, INC.

ARTICLE TWO

The principal place of business and mailing address of the Corporation shall be 287 SW DAVENPORT GLN
LAKE CITY, FL 32024

ARTICLE THREE

The total number of shares of stock that the Corporation shall have the authority to issue is One Hundred (100) shares of Common Stock, \$1.00 par value.

ARTICLE FOUR

The address of the initial registered office of the Corporation shall be 287 SW DAVENPORT GLN, LAKE CITY, FL 32024 and the name of its initial registered agent at such address shall be HERBERT L. SPEARS.

ARTICLE FIVE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE SIX

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE SEVEN

The name and address of the incorporator to these Articles of Incorporation is HERBERT L. SPEARS, 287 SW DAVENPORT GLEN, LAKE CITY, FL. 32024.

ARTICLE EIGHT

The number of Directors constituting the Board of Directors of the Corporation shall be fixed in the manner provided in the Bylaws of the Corporation. The number of Directors constituting the initial Board of Directors shall be three (3), and the name and address of the person who is to serve as the Director until the first annual meeting of shareholders or until his successor has been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HERBERT L. SPEARS PRESIDENT	287 SW DAVENPORT GL LAKE CITY, FL 32024
GEORGE UPSHAW VICE PRESIDENT	829 SW SUMMER BREEZE LAKE CITY, FL 32025
JIMMY SPEARS SECRETARY	PO BOX 661 FT WHITE, FL 32038

ARTICLE NINE

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by, or in the right of, the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication or liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, officer, employee, or agent met the applicable standard of conduct and in receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(b) The Corporation shall also indemnify any Director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in

defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such Director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the Corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested Directors, or duly authorized by a majority of shareholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the Corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of Directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE TEN

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions under these Articles of Incorporation or under law.

ARTICLE ELEVEN

No contract or other transaction between the Corporation and one or more of its Directors of any other corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable, as to the Corporation at the time it is authorized by the Board of Directors, a committee, or the shareholders.

ARTICLE TWELVE

The Board of Directors shall adopt the initial Bylaws of the Corporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE THIRTEEN

The corporate existence of the Corporation shall begin on the date these Article of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned incorporate, Herbert L. Spears, being a natural person competent to contract, has executed these Articles of Incorporation on this 21 day of January, 2005.


Herbert L. Spears

STATE OF FLORIDA

COUNTY OF COLUMBIA


BEFORE ME, the undersigned Notary Public of the State of Florida, personally appeared, David P. Hall III, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 21 day of January, 2005.

My Commission Expires:



Brenda J. Parnell
Commission # DD102358
Expires May 4, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida
Printed, typed, or stamped name:

APPROVED
AND
FILED

05 JAN 24 PM 4: 14

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

1. The name of the Corporation is:

SPEARS, SPEARS, & UPSHAW, INC
2. The name and address of the registered agent and office are:
HERBERT L. SPEARS
287 SW DAVENPORT GLEN
LAKE CITY, FL 32024

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.


HERBERT L. SPEARS

1-21-05 Date