

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P95000007205

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Stokes-McCray, Inc

C.C. FEE. _____ DISBURSED _____

EFFECTIVE DATE JAN 2-4-1995

() Corl. Copy(B)

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S- _____
 Fictitious Name File _____
 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

SUBTOTALS _____

JAN 27 1995 BSB

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|--------------|-------|-----------|--------------|
| DATE _____ | _____ | _____ | _____ |
| TIME _____ | _____ | _____ | CK No. _____ |
| BY <u>JS</u> | _____ | _____ | _____ |

WALK-IN
 Will Pick Up 1:27 11.00

| | |
|--------------------------------|----------|
| FEE..... | \$ _____ |
| DISBURSED..... | \$ _____ |
| SURCHARGE..... | \$ _____ |
| TAX on corporate supplies..... | \$ _____ |
| SUBTOTAL..... | \$ _____ |
| PREPAID..... | \$ _____ |
| BALANCE DUE..... | \$ _____ |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

STOKES-McCRAY, INC.

FILED

95 JAN 27 AM 10:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE

JAN 24 1995

Name

Section 1.1. Name. The name of the corporation is Stokes-McCray, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 2000 shares of voting common stock having a par value of \$1.00 per share.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually

performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation is Thomas C. Bergmann, whose address is 9551 Baymeadows Road, Suite 4, Jacksonville, Florida 32256.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|------------------------|--|
| Thomas C. Bergmann | 9551 Baymeadows Road, Suite 4 Jacksonville, Florida 32256 |
| E. Chester Stokes, Jr. | 9551 Baymeadows Road, Suite 4 Jacksonville, Florida 32256 |

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

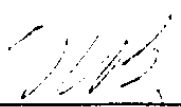
Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

Thomas C. Bergmann

9551 Baymeadows Road, Suite 4
Jacksonville, Florida 32256

IN WITNESS, WHEREOF, the incorporator has executed these Articles the 24 day of January, 1995.

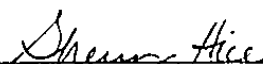


Thomas C. Bergmann

STATE OF FLORIDA

COUNTY OF DUVAL

24 The foregoing instrument was acknowledged before me this day of January, 1995, by Thomas C. Bergmann, who is personally known to me.



Notary Public


My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501,
the following is submitted:

Stokes-McCray, Inc. desiring to organize or qualify under the laws
of the State of Florida hereby designates Thomas C. Bergmann, its
registered agent to accept service of process within the State of
Florida and the address of its registered office shall be 9551
Baymeadows Road, Suite 4, Jacksonville, Florida 32256.



THOMAS C. BERGMANN

Dated: January 24, 1995.

FILED
95 JAN 27 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.



THOMAS C. BERGMANN

Dated: January 24, 1995.