



DACEY & ASSOCIATES, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

PA500035555

April 28, 1995

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200001470782
-05/02/95--01083--018
*****70.00 *****70.00

Dear Sir:

RE: Midwest Management Systems, Inc.
Start date: May 1, 1995

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with a check in the amount of \$70.00 for filing same.

A CERTIFIED COPY IS NOT REQUESTED.

Thank you for your usual prompt attention to these matters.

Please return the letter of acknowledgement to:

Judith E. Dacey, CPA
11018-112 Old St. Augustine Road
Jacksonville, FL 32257

Sincerely,

J. Dacey
Judith E. Dacey, CPA

Enclosures

JD:js

KTM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 1 1995
95 MAY -1 AM 8:00

**ARTICLES OF INCORPORATION
OF
MIDWEST MANAGEMENT SYSTEMS, INC.**

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopted the following Articles of Incorporation for such corporation:

ARTICLE I

NAME/PRINCIPAL OFFICE/MAILING ADDRESS:

The name of the corporation is:

Midwest Management Systems, Inc.

Start date: May 1, 1995

The principal office and mailing address is:

5125 Hood Road

Jacksonville, FL 32257

ARTICLE II

REGISTERED OFFICE AND REGISTERED AGENT:

The street address of the initial registered office is:

5125 Hood Road

Jacksonville, FL 32257

and the name of the initial registered agent is:

Thomas Edward Briggs

SECRET - 1 AM 6:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIDWEST MANAGEMENT SYSTEMS, INC.

ARTICLE III

DURATION:

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK:

The corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 7500 with a par value of 10 cents.

ARTICLES OF INCORPORATION
OF
MIDWEST MANAGEMENT SYSTEMS, INC.

ARTICLE VI

BOARD OF DIRECTORS:

The initial board of directors shall consist of two members. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: Eric Conrad James
Chairperson

Address: 3845 Viscount Drive - Suite #1- Room 106
Memphis, TN 38118

Name: Thomas Edward Briggs
Member

Address: 5125 Hood Road
Jacksonville, FL 32257

OFFICERS:

The initial officers of the corporation shall consist of two persons. Their names and mailing addresses, as well as, the positions they hold are as follows:

Name: Eric Conrad James
President

Address: 3845 Viscount Drive - Suite #1 - Room 106
Memphis, TN 38118

Name: Thomas Edward Briggs
Vice President/Secretary/Treasurer

Address: 5125 Hood Road
Jacksonville, FL 32257

**ARTICLES OF INCORPORATION
OF
MIDWEST MANAGEMENT SYSTEMS, INC.**

ARTICLES VII

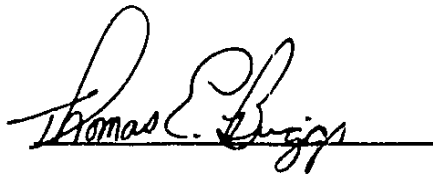
INCORPORATOR:

The name and address of the incorporator is:

Name: Thomas Edward Briggs

**Address: 5125 Hood Road
Jacksonville, FL 32257**

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the twenty-eighth day of April, 1995.

A handwritten signature in cursive script, reading "Thomas E. Briggs", is written over a horizontal line.

Incorporator (Signature)

ARTICLES OF INCORPORATION
OF
MIDWEST MANAGEMENT SYSTEMS, INC.

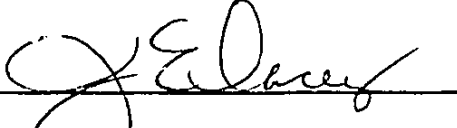
STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared
Thomas Edward Briggs.

Who is to me well known to be the person described in and who
subscribed the above Articles of Incorporation, and he did freely and
voluntarily acknowledge before me according to law that he made and
subscribed the same for the uses and purposes therein mentioned and set
forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official
seal, at Jacksonville in said County and State this 28th day of April,
1995.


Notary Public

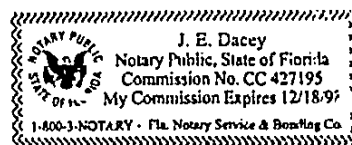
STATE OF FLORIDA

Personally Known

or

Produced Identification

Type of ID produced: DRIVERS LICENSE



ARTICLES OF INCORPORATION
OF
MIDWEST MANAGEMENT SYSTEMS, INC.

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT
BY INCORPORATOR AS SET FORTH IN ARTICLE II

First - That Midwest Management Systems, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Jacksonville, state of Florida, has named Thomas Edward Briggs, located at 5125 Hood Road, in the city of Jacksonville, state of Florida, 32257, as its agent to accept service of process within 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 provision of all statutes relative to the proper and complete performance of my duties.

Signature

Thomas E. Briggs

(Registered Agent)

(Incorporator & Corporate Officer)

Date

4/28/95

MAY - 1 AM 3:01
TALLAHASSEE, FLORIDA