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DANIEL HARMON III
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*ALSO MEMBER OF
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P95000039859

May 17, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
5-17-95

8000001493748
-05/18/95--01039--003
****122.50 ****122.50

Re: FMCH & COMPANY, INC.


Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$122.50 to cover the cost of filing. Please note that the corporation's existence commences on May 17, 1995.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.


Timothy J. Sloan

TJS/da

Enclosures

REGISTERED MAY 19 1995

FILED
95 MAY 18 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-17-95

ARTICLES OF INCORPORATION
OF
FMCH & COMPANY, INC.

FILED
95 MAY 18 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is FMCH & COMPANY, INC.

ARTICLE II - PURPOSE

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

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually. This corporation shall commence its existence on May 17, 1995.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 620 West 23rd Street, Panama City, Florida 32405. The registered agent for this corporation is Timothy J. Sloan, whose address is 427 McKenzie Avenue, Panama

City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is five (5). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresss of the initial directors of this corporation are as follows:

JEROME A. METAXAS
1241 Branchwater Lane
Birmingham, AL 35216

MELINDA M. COWART
173 Fairways
Destin, FL 32541

CAROL B. METAXAS
1241 Branchwater Lane
Birmingham, AL 35216

MARK COWART
173 Fairways
Destin, FL 32541

ANN R. HARDMAN
811 South Longwood Circle
Panama City, Florida 32405

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is Ann R. Hardman, whose address is 811 South Longwood Circle, Panama City, Florida 32405.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of May, 1995.


ANN R. HARDMAN

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 17th day of May, 1995, by ANN R. HARDMAN, who is personally known to me or who has produced Florida Driver's License as identification.

(SEAL)

Dana C Aylor
Signature

Name (Typed)
Notary Public

800-422-1555
Bonded by HAI
Expires May, 18, 1997
My Commission CC018298
DANA C AYLOR



Commission Expiration Date

Serial Number (if any)

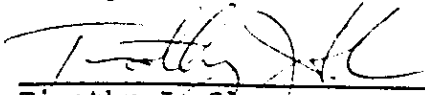
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

FMCH & COMPANY, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 17th day of May, 1995.



Timothy J. Sloan
Registered Agent

FILED
95 MAY 18 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA