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May 19, 1995

VIA FEDERAL EXPRESS

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

Attn: Terri Buckley

RE: PaBo II, Inc./Cantavespre Properties, Inc.

Dear Ms. Buckley:

Per our telephone conversation, enclosed are three (3) executed originals of the Articles of Incorporation for PaBo II, Inc. and Cantavespre Properties, Inc. to be filed with your office this date, along with requisite filing fees drawn upon my operating account.

Once the Articles have been filed, and document numbers assigned thereto, please call either Patti Cantavespre or Danny Zimmern at either of the following numbers (904-432-7378 or 904-469-9414) to let them know what the assigned document numbers are.

Thank you very much for your personal and prompt attention to this matter. It is greatly appreciated.

Yours very truly,

Mark E. Hoffman
For the Firm

MEH:jcw

Enclosures

5/23/95
TD

THIS INSTRUMENT PREPARED BY:
Mark E. Hoffman, Esquire
HOFFMAN MCCLUSKY, D.L.C.
1300 20th Street South
Suite 302
Birmingham, Alabama 35205

**ARTICLES OF INCORPORATION
OF
PaBo II, Inc.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the Corporation is PaBo II, Inc.

**ARTICLE TWO
DURATION**

The terms of existence of the Corporation is perpetual, with an effective incorporation date of May 22, 1995.

**ARTICLE THREE
PURPOSES**

The purpose for which the Corporation is formed is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

**ARTICLE FOUR
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 101 South Jefferson, Suite A, Pensacola, Florida 32501, and the name of the initial registered agent at such address is Patti Cantavespre. The address of the corporation's principal office is the same address noted herein for the Corporation's registered agent.

**ARTICLE FIVE
CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of the same class and par value of One Dollar (\$1.00) per share. Said common stock shall be divided into two distinct series, known as Series A and Series B. Five Hundred (500) of the

aggregate number of shares which the Corporation shall have authority to issue shall be designated "Series A" common stock. Five Hundred (500) of the aggregate number of shares which the Corporation shall have authority to issue shall be designated "Series B" common stock. holders of the "Series B" common stock issued and outstanding shall have the right, by a majority in number of shares of the "Series B" common stock issued and outstanding, to elect a majority in number of the full Board of Directors of the Corporation, such majority to consist of the smallest number of directors sufficient to constitute a majority in number of such full Board of Directors. The holders of the "Series A" common stock shall have the right, by a majority in number of shares of the "Series A" common stock issued and outstanding, to elect a minority in number of the full Board of Directors of the Corporation, such minority to consist of the largest number of directors which will constitute a minority in number of such full Board of Directors. Other than is specifically noted above, the "Series A" common stock and "Series B" common stock are and shall be identical, in all respects.

ARTICLE SIX DIRECTORS

There shall be one Director constituting the initial Board of Directors. The name and address of such person who is to serve until the first annual meeting of shareholders, or until her successor is elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patti Cantavespre	101 South Jefferson Suite A Pensacola, FL 32501

ARTICLE SEVEN INCORPORATORS

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patti Cantavespre	101 South Jefferson Suite A Pensacola, FL 32501

ARTICLE EIGHT RIGHT TO AMEND PROVISIONS IN ARTICLES

The Corporation reserves the right from time to time to amend, alter or repeal any provision contained in these Articles of Incorporation or to add one or more additional provisions in the manner now or hereafter prescribed by statute by a vote of two

thirds (2/3) of the issued and outstanding shares of the Corporation (excluding treasury shares), all of rights conferred on shareholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on this 19th day of May, 1995.


Patti Cantavespre

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

5-19-95
Date


Patti Cantavespre