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OCALA, FLORIDA 34478-1088

June 7, 1995

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: Taylor, Bean & Whitaker Ltd., Inc.

Gentlemen/Ladies:

Enclosed is the original Articles of Incorporation for Taylor, Bean & Whitaker Ltd., Inc., along with check in the amount of \$122.50 for filing with the Secretary of State, State of Florida.

Please furnish a certified copy of the Articles in the enclosed, self-addressed, stamped envelope provided for your convenience.

Trusting the foregoing is satisfactory, thank you for your attention to this matter.

Sincerely,

HICKS & MacQUARRIE



Daniel Hicks, P.A.

DH/sjm

Enclosure



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95 JUN -9 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TAYLOR, BEAN & WHITAKER LTD, INC.**

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

ARTICLE I

NAME

The name of the Corporation shall be: **TAYLOR, BEAN & WHITAKER LTD, INC.**

ARTICLE II

ADDRESS

The address of the principal office of the Corporation is 2233 S.E. FT. KING STREET, STE. B, OCALA, FL 34471, and the mailing address of the Corporation is 2233 S.E. FT. KING STREET, STE. B, OCALA, FL 34471.

ARTICLE III

BUSINESS, OBJECTS OR PURPOSE

The general nature of the business to be transacted by this Corporation or the objects or purposes of the Corporation shall be as follows:

1. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

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ARTICLE IV

EXISTENCE OF CORPORATION

This Corporation shall have perpetual existence.

ARTICLE V

AUTHORIZED SHARES

The Corporation is authorized to issue two classes of shares as follows:

1. **Common shares:** The Corporation is authorized to issue common shares which shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution. Each common shares of the Corporation shall have a par value of 1/100 dollars (\$.01). The Corporation is authorized to issue 1000 common shares.

2. **Class A Convertible Preferred Shares:** The Corporation is authorized to issue Class A Convertible Preferred shares which shall entitle the holder to an annual preferred dividend equal to \$60 per share. Each Class A Convertible Preferred share shall also entitle the holder to convert each such share into one common share upon the terms and conditions described in the Bylaws of the Corporation. The Corporation is authorized to issue 1000 Class A Convertible Preferred shares.

ARTICLE VI

SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder	Number of Shares	Class
Terri A. Huber	375	Common
Garret Baldwin Retirement Trust	375	Common
Gary Garrett	250	Class A Convertible Preferred

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Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for the orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE VII

ANTI-DILUTION PROVISION

For as long as there are Class A Convertible Preferred shares outstanding, the Corporation shall not issue any additional shares of any type or class which would dilute the interest of the Class A Convertible Preferred Shareholder without first offering to the Class A Convertible Preferred Shareholder a portion of such shares sufficient to prevent any such dilution, on terms that are at least as favorable as those offered to any other prospective Shareholder.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2233 S.E. FT. KING STREET, STE. B, OCALA, FL 34471, and the name of its initial Registered Agent at that address is **LEE B. FARKAS**.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is three (3). The

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number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are:

Lee B. Farkas	2233 S.E. Ft. King Street, Ste. B, Ocala, FL 34471
Garret J. Baldwin	2233 S.E. Ft. King Street, Ste. B, Ocala, FL 34471
Gary J. Garrett	2233 S.E. Ft. King Street, Ste. B, Ocala, FL 34471

ARTICLE X

RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE XI

BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeal of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XII

INCORPORATORS

The name and address of the Incorporator is as follows:

Lee B. Farkas	2233 S.E. Ft. King Street, Ste. B, Ocala, FL 34471
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ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5th day of June, 1995.



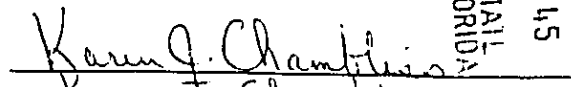
Lee B. Farkas, Incorporator

STATE OF FLORIDA

COUNTY OF MARION

Before me personally appeared LEE B. FARKAS, Incorporator, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of June, 1995.


Karen J. Chambliss
Notary Public, State of Florida

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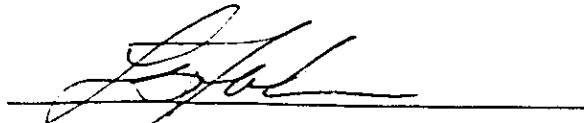
My Commission expires:



KAREN J. CHAMBLISS
My Comm Exp. 6/05/98
Bonded By Service Ins
No. CC379186
((Personally Exam)) ((Under E.O.))

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.



Lee B. Farkas

Date: June 5, 1995

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TALLAHASSEE, FLORIDA