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GEORGE W. PALMER
CERTIFIED PUBLIC ACCOUNTANT
6508 BEACH BOULEVARD
JACKSONVILLE, FLORIDA 32216

TELEPHONE (904) 721-1115

July 6, 1995

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****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

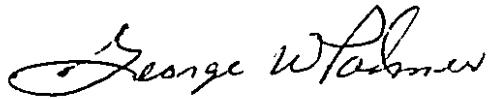
Gentlemen:

Please find enclosed check in the amount of One
Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) to
cover filing fees, including Charter Tax, For Profit
Corporation Filing Fees, and Certified Copy of Corporate
Charter for Thomas R. Matthews, Jr., Inc. Corporate Filing
papers are also attached.

All information or questions should be addressed to:

George W. Palmer, C.P.A. (904)721-1115
6508 Beach Blvd.
Jacksonville, FL 32216

Yours truly,



George W. Palmer, C.P.A.

GWP:bp

Enclosures

Betty Palmer GAVE

AUTHORIZATION BY PHONE TO

CORRECT 7/17/95 DATE 7/10/95

DATE 7/17/95

DOC. EXAM. WPA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 14 PM 4:40

WPA 7/18/95

95 JUL 14 PM 4:40

ARTICLES OF INCORPORATION
OF
THOMAS R. MATTHEWS, JR., INC.

The undersigned subscriber, a natural person competent to contract, and where duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation shall be: THOMAS R. MATTHEWS, JR., INC.

ARTICLE II - Address

The principal office of the corporation shall be located at 6508 Beach Boulevard, Jacksonville, Florida 32216; the mailing address is the same address. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

ARTICLE III - Purpose

The corporation is formed to engage in and conduct the business of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - Directors

The corporation shall have not less than one (1) nor more than six (6) directors. The number of directors shall be determined by the stockholders at their annual meeting. The following is the name and address of the first Board of Directors, who shall hold office until their successors are elected and qualified:

NAME

Thomas R. Matthews, Jr.

ADDRESS

4004 Demery Dr. W.
Jacksonville Beach, Florida 32250

ARTICLE V - Term of Existence

This corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin July 14, 1995.

ARTICLE VI - Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: First - THOMAS R. MATTHEWS, JR., INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Jacksonville, County of Duval, State of Florida, has named Thomas R. Matthews, Jr. as registered agent to accept service of process within this State, with a registered office at 6508 Beach Boulevard, Jacksonville, State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Thomas R. Matthews, Jr.
Thomas R. Matthews, Jr.
Registered Agent

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FLORIDA
REGISTRATION

ARTICLE VII - Incorporator

The name of the INCORPORATOR is: Thomas R. Matthews, Jr.
whose address is: 4004 Demery Drive W.
Jacksonville Beach, Florida
32250

SIGNATURE OF INCORPORATOR: Thomas R. Matthews, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 10th
DAY OF July, 1994 BY Thomas R. Matthews, Jr.
OF Thomas R. Matthews, Jr., Inc., ON BEHALF OF
THE CORPORATION who is personally known by me or produced _____
as identification.

Karen E. Kirby
NOTARY PUBLIC

MY COMMISSION EXPIRES:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Nov. 3, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITER

ARTICLE VIII - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) having a par value of one dollar (\$1.00). The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and places as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE IX - Initial Capital

The corporation shall commence business with not less than \$500.00 of its capital stock fully paid in and issued.

ARTICLE X - Officers

The officers of this corporation shall include a President, Vice President and Secretary-Treasurer. Other officers and agents may be appointed as the Board of Directors deem necessary. All officers and agents shall be chosen in such manner, hold their offices for such time and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President)	Thomas R. Matthews, Jr.
Vice President)	4004 Demery Drive W.
Secretary-Treasurer)	Jacksonville Beach, Florida 32250

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