

P95000056405

BRYANT & HIGBY, CHARTERED
ATTORNEYS AT LAW

833 HARRISON AVENUE

PORT OFFICE BOX 880

PANAMA CITY, FLORIDA 32402-0880

TELEPHONE (904) 763-1787

TELECOMEX (904) 765-1533

ROWLETT W. BRYANT
CLIFFORD C. HIGBY

LYNN C. HIGBY
(904) 765-1533

July 17, 1995

State of Florida
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

800001542102
-07/20/95--111033--008
***122.50 ***122.50

Re: Incorporation of
Clemons and McElreath, Inc.

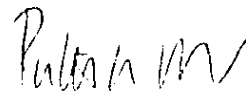
Gentlemen:

Please find enclosed Articles of Incorporation for
Clemons and McElreath, Inc., a proposed new Florida
incorporation. Also enclosed is a Registered Agent's
Certificate and our check for the filing fee.

I would appreciate your processing this application
through your department and favoring me with a certified copy
of the Articles at your earliest convenience.

Should you have any questions or comments, please feel
free to call me collect at the number above.

Very truly yours,


Rowlett W. Bryant

RWB/mlw
encls.

95-20-95
1-20-95

RECEIVED
TALLAHASSEE, FLORIDA

95 JUL 20 PM 4:24

FILED

ARTICLES OF INCORPORATION
OF
CLEMONS AND McELREATH, INC.

FILED
95 JUL 20 PM 4:24
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CLEMONS AND McELREATH, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock, each having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The address of the initial Registered Office of this corporation is 438 North Cove Boulevard, Panama City, Florida, 32401. The name of the original Registered Agent of this corporation is Rowlett W. Bryant of Bryant and Higby, Chartered, and his address is 833 Harrison Avenue, Panama City, Florida, 32401.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two. The names and address of the initial directors of this corporation are:

Girard L. Clemons, Jr.	438 North Cove Blvd. Panama City, Fl 32401
------------------------	---

Liz McElreath	438 North Cove Blvd. Panama City, Fl 32401
---------------	---

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

Girard L. Clemons, Jr.	438 North Cove Blvd. Panama City, Fl 32401
------------------------	---

ARTICLE VIII - PRE-EMPTIVE STOCK RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has set his hand and seal, this 18th day of July, 1995.

Sam. B. Galt
Sam. B. Galt

Girard L. Clemons, Jr.
Girard L. Clemons, Jr.

STATE OF FLORIDA)

COUNTY OF BAY)

BEFORE ME, the undersigned authority, on this 18th day of July, 1995, personally appeared Girard L. Clemons, Jr., who is personally known to me and who is the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that his execution thereof was his free act and deed, for the uses and purposes therein mentioned and expressed.

Mary Lou Wilson
Notary Public
Mary Lou Wilson
Print Notary Name
Notary Commission No. 00374394
Expiration Date: 5.7.1998



FILED
95 JUL 20 11 42 24
JUL 20 1995
TALLAHASSEE, FLORIDA

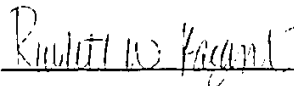
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED.

IN PURSUANCE OF Chapter 620.105, Florida Statutes, the following is submitted in compliance with said Act:

First, that CLEMONS AND McELREATH, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 438 North Cove Boulevard, Panama City, Florida 32401, has named Rowlett W. Bryant, located at 833 Harrison Avenue, Panama City, Florida, 32401, as its agent for service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to keeping open said office and the proper and complete performance of my duties.



Rowlett W. Bryant