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Susan C. Barnes
CERTIFIED PUBLIC ACCOUNTANT

3350 Old Norcross Road
Suite 200
Duluth, Georgia 30136
404/497-1606

MEMBER OF THE AMERICAN INSTITUTE
OF CERTIFIED PUBLIC ACCOUNTANTS

MEMBER OF THE GEORGIA SOCIETY
OF CERTIFIED PUBLIC ACCOUNTANTS

August 2, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

4110011150051134
08 02 1995 10:00 AM

SUBJECT: VAUGHN ENTERPRISES, INC.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 Filing fee and certificate.

Incorporator: Susan C. Barnes
Certified Public Accountant
3350 Old Norcross Road
Suite 200
Duluth, GA 30136
770-497-1606

Should you require any additional information, please do not hesitate to contact me.

Sincerely,

Susan C. Barnes

Susan C. Barnes

Enclosures:

IN
8/23/95

TALLAHASSEE, FLORIDA

AUG 2, 1995

FILED

ARTICLES OF INCORPORATION

OF

VAUGHN ENTERPRISES, INC. TALLAHASSEE, FLORIDA

FILED

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ARTICLE I

The name of the corporation is VAUGHN ENTERPRISES, INC.

ARTICLE II

ORGANIZATION

The corporation is organized pursuant to the provisions of the Florida Corporation Code.

ARTICLE III

PERIOD OF DURATION

The corporation shall have perpetual duration.

ARTICLE IV

PURPOSES AND POWERS

Section 4.1 - General - The corporation is organized for profit and for any lawful purpose or purposes not specifically prohibited to corporations under the laws of the State of Florida, including but not limited to that of construction and design.

Section 4.2 - Powers - The corporation shall have the power to do all and everything necessary, suitable or proper for the accomplishment of any of the foregoing purposes or the attainment of any of the objectives herein set forth, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the corporation. Without limiting the foregoing, the corporation shall have and exercise all of the powers specified pursuant to section 607.0202 of the Florida Statutes, and may exercise any and all powers that may hereafter be granted to corporations of this class under the laws of the State of Florida.

Section 4.3 - Purposes and Powers in Foreign Jurisdictions -
The corporation shall be authorized to carry out any or all of the foregoing purposes, either alone or in association with any individuals, associations, partnerships and other corporations, in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes or powers are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country.

ARTICLE V

Section 5.1 - Number - The aggregate number of shares of common stock that the corporation shall have authority to issue is 100,000 shares of common stock with par value of \$1.00 per share for a total authorized capitalization of 100,000.00.

Section 5.2 - Dividends - The holders of the outstanding stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unreserved and unrestricted earned surplus of the corporation or out of the unrestricted net earnings of the current fiscal year or upon the adoption of a resolution, the Board of Directors may from time to time in its discretion distribute a portion of its assets to its shareholders out of the capital surplus of the corporation, dividends payable either in cash, in property, or in shares of the common stock of the corporation.

Section 6.3 - Right to Acquire Shares - The corporation may, upon the adoption of a resolution by its Board of Directors, purchase its own shares of stock to the extent of unreserved and unrestricted capital surplus available.

ARTICLE VI

MINIMUM CAPITAL

The corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of its shares.

ARTICLE VII

RIGHT OF PREEMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation which may be issued at any time by the corporation.

ARTICLE VIII

PRINCIPAL OFFICE MAILING ADDRESS

The principal mailing address of the corporation shall be

207 AVENUE E

APALACHICOLA, FL 32320

ARTICLE IX

OFFICER/ BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors and officers of the corporation, which shall consist of the members set forth below:

Charles Hoyt Vaughn- President
Gracie C. Vaughn- Secretary
207 Avenue E
Apalachicola, FL 32320

ARTICLE X

REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is **207 AVENUE E, FRANKLIN COUNTY, APALACHICOLA, FL 32320.**

The initial registered Agent is **CHARLES HOYT VAUGHN.**

ARTICLE XI

The name and address of the incorporator of the corporation is as follows:

SUSAN C. BARNES
3350 OLD NORCROSS ROAD
SUITE 200
DULUTH, GEORGIA 30136

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed these Articles of Incorporation, this 2ND day of August, 1995.

By: 

Susan C. Barnes

SUSAN C. BARNES, C.F.A., P.C.
3350 OLD NORCROSS ROAD, SUITE 200
DULUTH, GEORGIA 30136
(770) 497-1606

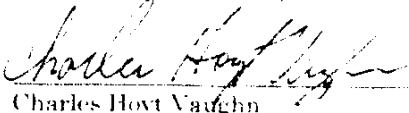
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.**

- 1 The name of the corporation is VAUGHN ENTERPRISES, INC
- 2 The name and address of the registered agent and office is

Charles Hoyt Vaughn
207 Avenue E
Apalachicola, FL 32320

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I 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.


Charles Hoyt Vaughn

Date

FILED
JUN 11 AM 10:07
TALLAHASSEE, FLORIDA