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DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

August 24, 1995

HERBERT F. DARBY, P.A.
AUSTIN PEELE, P.A.
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327 NORTH HERNANDO STREET
POST OFFICE DRAWER 1202
LAKE CITY, FLORIDA 32056
TELEPHONE (904) 782-4120

3761.01-95-384

Corporate Records Bureau
Division of Corporations, Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

000001571870
-08/29/95--01043--014
****122.50 ****122.50

Re: Goodson, Inc.

Dear Sir/Madam:

Enclosed are original and executed copy of Articles of Incorporation of Goodson, Inc., a corporation for profit. Please file the original Articles of Incorporation, certify the copy and return it to us.

Also enclosed is check in the sum of \$122.50 as payment for the following costs:

Filing Fee:	\$35.00
Fee for certified copy:	52.00
Fee for designation of registered agent	35.00

Total: \$122.50

Since the registered agent for this corporation is properly designated in the Articles of Incorporation, and he has signed the same as an incorporator, we presume no separate certificate is required with regard to the same.

Thank you.

Very truly yours,

Thomas J. Kennon, III
For the Firm

SHARON L. TALA AUG 30 1995

SHARON L. TALA GAVE
AUTHORIZATION BY PHONE TO
CORRECT 8/30/95
DATE 8/30/95
DOC. EXAM 8/30/95

TJKIII/sc
Enclosures

TJK111:SC
08/04/95
3761.01-95-384

ARTICLES OF INCORPORATION
OF
GOODSON, INC.

The undersigned incorporators hereby form and organize a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is GOODSON, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is Route 17, Box 555, Lake City, Florida 32024 and the mailing address of the corporation is Route 17, Box 555, Lake City, Florida 32055.

ARTICLE III - PURPOSE

The general purposes for which this corporation is organized and the nature of the business to be transacted by it are any and all lawful activities or businesses permitted by the law and the corporation shall have the power and authority to do any and all things to the same extent as a natural person.

It is the intention of this article that the powers and nature of the business of this corporation shall not in any way be

restricted or limited except by operation of law and the corporation shall have all powers as may be granted either now or here-after to corporations by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is Route 17, Box 555, Lake City, Florida 32024. The registered agent of the corporation at such office is BRUCE B. GOODSON. The registered agent, by signing these articles of incorporation,

accepts appointment as such and certifies that he is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

ARTICLE VI - DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
BRUCE B. GOODSON	Route 17, Box 555 Lake City, Florida 32024
MARK S. GOODSON	Route 5, Box 535-E8 Lake City, Florida 32024
BERNARD E. GOODSON	Post Office Box 718 Lake City, Florida 32056

ARTICLE VII - INCORPORATORS

The name and address of the incorporator who has executed these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
BRUCE B. GOODSON	Route 17, Box 555 Lake City, Florida 32024


ARTICLE VIII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

The corporation shall commence existence at 12:01 A.M. on August 25, 1995.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation in duplicate this 17th day of August, 1995.

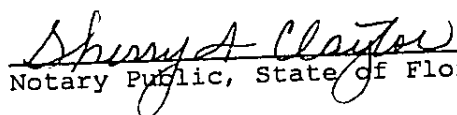

BRUCE B. GOODSON (SEAL)

95 AUG 28 12:01 PM '95
NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF COLUMBIA

17th The foregoing instrument was acknowledged before me this 17th day of August, 1995, by BRUCE B. GOODSON, who is personally known to me, or who has produced N/A as identification.

(NOTARIAL SEAL)


Notary Public, State of Florida

(Print or Type Name)
My Commission Expires:
SHERRY A. CLAYTOR
MY COMMISSION # CC371633 EXPIRES
May 20, 1996
BONDED THRU TROY FAIRWELL PANCE, INC.

