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CHARLES S. ISLER, III, P.A.
ATTORNEY AND COUNSELOR AT LAW
434 MAGNOLIA AVENUE
POST OFFICE DRAWER 430
PANAMA CITY, FLORIDA 32402

FILED

96 JAN -8 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHARLES S. ISLER, III
SHER L. ALLAN
JULIE ANN SOMMATHY

TELEPHONE (904) 769-5532
FACSIMILE (904) 783-5832

January 3, 1996

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

Attn: New Filings

Re: Griffith and Gosnell, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation, as well as a check in the sum of \$122.50 for your fee. After filing has been completed please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact Mr. Isler or myself.

Sincerely yours,

Lynda Demme

Lynda Demme
Legal Secretary to
Charles S. Isler, III

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SR/ld/Enclosures

Lynda Demme
CORRECTION BY PHONE TO
CORRECT
DATE
TIME

2/1/96

ARTICLES OF INCORPORATION
OF
GRIFFITH AND GOSNELL, INC.

FILED
95 JAN -8 PM 2:17
TALLAHASSEE, FLORIDA

The undersigned incorporators of GRIFFITH AND GOSNELL, INC., hereby forms a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be GRIFFITH AND GOSNELL, INC. and the initial corporate address shall be 5505 Hwy. 98, Unit 133, Panama City, Florida 32401.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. GENERAL PURPOSE: This corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have those general powers conferred upon corporations under the laws of the State of Florida.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) shares of common stocks having a par value of One Dollar (\$1.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 434 Magnolia Avenue, Panama City, Florida 32401. The initial registered agent for this corporation at its

registered office is Charles S. Iuler, III. The Board of Directors shall have the power to establish branch offices, and to move the registered office of the corporation to any other address in Florida.

6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is Two. The names and addresses of the members of the initial Board of Directors of this corporation are as follows:

Dane M. Gosnell
5505 Hwy. 98, Unit 133
Panama City, Florida 32401

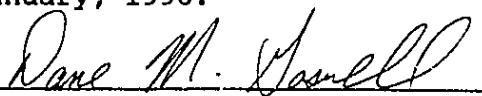
William Craig Griffith
5505 Hwy. 98, Unit 133
Panama City, Florida 32401

7. INCORPORATOR: The following are the names and addresses of the incorporators of this corporation:

Dane M. Gosnell
5505 Hwy. 98, Unit 133
Panama City, Florida 32401

William Craig Griffith
5505 Hwy. 98, Unit 133
Panama City, Florida 32401

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at 434 Magnolia Avenue, Panama City, Florida, on this 4th day of January, 1996.


Dane M. Gosnell
Incorporator

William Craig Griffith
William Craig Griffith
Incorporator

STATE OF FLORIDA
COUNTY OF DAY

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Dane M. Gosnell and William Craig Griffith, to me known and known to me to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

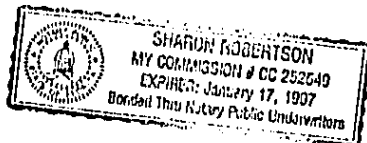
WITNESS my hand and official seal in the County and State named above this 4th day of January, 1996.

[] Who is personally known by me.
[] Who produced Driver's license as identification.

Sharon Robertson (Signature)

(Print Name)

Notary Public
My Commission Expires: _____
Commission #: _____



SHARON ROBERTSON
NOTARY PUBLIC
COMMISSION # CC252549
EXPIRES: 1/17/97

**CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

RECEIVED
95 JAN -8 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statute, the following is submitted:

That GRIFFITH AND GOSNELL, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, Charles S. Isler, III as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Charles S. Isler

Charles S. Isler, III
Charles S. Isler, III, P.A.
434 Magnolia Avenue
P. O. Drawer 430
Panama City, FL 32402
(904) 769-5532