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OFFICE OF
ARTHUR A. SHIMEK, P.A.

423 N. DAYLEN STREET
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ARTHUR A. SHIMEK

DOUGLAS J. BURNIN
OF COUNSEL

January 4, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
R. E. Carlson Enterprises, Inc.

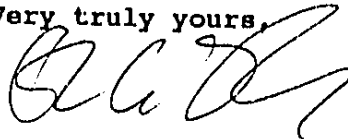
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for R. E. CARLSON ENTERPRISES, INC. Please file these Articles and return your confirmation and the assigned document number to my office.

Also enclosed is my check for Seventy Dollars (\$70.00) for the filing fee.

Thank you for your attention to this matter.

Very truly yours,



Arthur A. Shimek
For the firm

AAS/clb
Enclosures

cc: Mr. Robert Eric Carlson

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**ARTICLES OF INCORPORATION
of**

R. E. CARLSON ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name and principal office of the corporation is R. E. CARLSON ENTERPRISES, INC., 3901 North 12th Avenue, Pensacola, Florida 32503.

**ARTICLE II
DURATION**

The corporation will have a perpetual existence.

**ARTICLE III
PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the law of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares which this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 3901 North 12th Avenue, Pensacola, Florida 32503, and the initial registered agent of this corporation at such office shall be ROBERT

ERIC CARLSON, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by a vote of the stockholders. The names and addresses of the directors constituting the initial Board of Directors are:

Name	Address
Robert Eric Carlson	3901 North 12th Avenue Pensacola, FL 32503

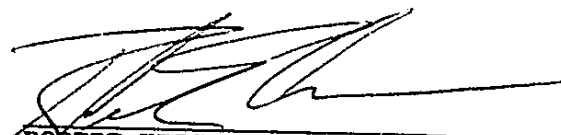
**ARTICLE VII
INCORPORATOR**

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

Robert Eric Carlson	3901 North 12th Avenue Pensacola, FL 32503
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**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation or any Amendment hereto.


ROBERT ERIC CARLSON

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing Articles of Incorporation of R. E. CARLSON ENTERPRISES, INC. was acknowledged before me this 5th day of January, 1996, by Robert Eric Carlson, who is personally known to me.

Carolyn L. Bjorklund
Notary Public, State of Florida
My Commission Exp:

CAROLYN L. BJORKLUND
"My Comm. Expires 10/10/97"
Comm. Exp. Oct. 10, 1998
Comm. No. SC 416294