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P960000007254
January 12, 1996

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

Re: Keeton Corrections Incorporated of Nashville, a Florida corporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Acceptance of Registered Agent and our check in the amount of \$122.50 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P.A.


Timothy J. Sloan

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96 JAN 19 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TJS/da

Enclosures

cc: Ronald G. Keeton

Handwritten: 1-24-96

**ARTICLES OF INCORPORATION
OF
KEETON CORRECTIONS INCORPORATED OF NASHVILLE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is KEETON CORRECTIONS INCORPORATED OF NASHVILLE.

ARTICLE II - PURPOSE

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

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IV - 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 stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 96 Montana Avenue, Lynn Haven, Florida 32444. The registered agent for this corporation is Timothy J. Sloan, whose address is 427 McKenzie Avenue, Panama

City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is one (1). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

RONALD G. KEETON
96 Montana Avenue
Lynn Haven, FL 32444

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is RONALD G. KEETON, whose address is 96 Montana Avenue, Lynn Haven, Florida 32444.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 17th day of January, 1996.


RONALD G. KEETON

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 17TH day of January, 1996, by RONALD G. KEETON, who is personally known to me or who has produced Florida Driver's License as identification.

Amanda Jean Thornton (SEAL)
Notary Public Signature

Name (Typed)

Commission Expiration Date

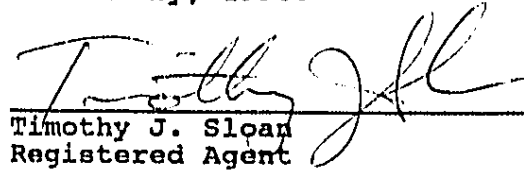
Serial Number (if any)



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
KEETON CORRECTIONS INCORPORATED OF NASHVILLE

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 17th day of January, 1996.



Timothy J. Sloan
Registered Agent

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96 JAN 19 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA