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EDDINS, RIDLEHOOVER, BARNES & AMMON

ATTORNEYS AT LAW

900 NORTH PALATKA STREET

PENSACOLA, FLORIDA 92501-5501

WILLIAM R. EDDINS
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TELEPHONE (904) 434-4077
FAX (904) 434-4077

April 25, 1996

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

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****122.50 ****122.50

RE: Articles of Incorporation
SOUTHERN HOLDINGS, INC.

Dear Sir:

Please file the enclosed Articles of Incorporation, Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent upon whom Process may be served, and Acceptance as Designated Agent for Service of Process with regard to the new corporation: SOUTHERN HOLDINGS, INC. I have also enclosed herewith my check in the amount of \$122.50 representing the filing fees and return of one certified copy. Thank you for your assistance. If there is any problem or question, please do not hesitate to contact me.

Very truly yours,

Kenneth R. Ridlehoover

Kenneth R. Ridlehoover

KRR/dch
Enclosure

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ARTICLES OF INCORPORATION

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

ARTICLE ONE

The name of the corporation is SOUTHERN HOLDINGS, INC.

ARTICLE TWO

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 2,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE FOUR

The corporation shall have perpetual existence, commencing immediately upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE FIVE

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

KENNETH R. RIDLEHOOVER
900 North Palafox Street
Pensacola, Florida 32501

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SECRETARY OF STATE
FLORIDA

The principal office is located at the following address:

16 West Galvez Street
Pensacola Beach, FL 32561.

ARTICLE SIX

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE SEVEN

The name of the initial Director of this corporation and street addresses is:

GRANT FRIERDICH
16 West Galvez Street
Pensacola Beach, FL 32561.

ARTICLE EIGHT

The names and respective street addresses of the persons signing these Articles of Incorporation is:

GRANT FRIERDICH
16 West Galvez Street
Pensacola Beach, FL 32561.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them at the stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the shareholders sign a written statement

manifesting their intention that a certain amendment of these Articles of Incorporation be made.

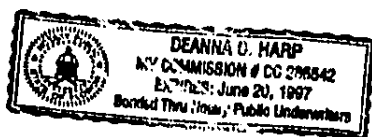
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 24 day of April, 1996.

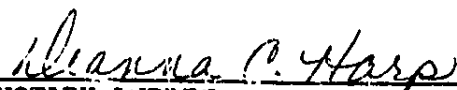

GRANT FRIERDICH

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public, personally appeared GRANT FRIERDICH, to me known to be the person described as Incorporator, and who is personally known to me or who has produced the following identification: Florida Drivers License, and who executed the foregoing Articles of Incorporation on this 24th day of April, 1996.




NOTARY PUBLIC
Printed Name: Deanna C. Harp
Commission No.: CC285542
My Commission Expires: 6/20/97

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That SOUTHERN HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 16 West Galvez Court, Pensacola Beach, Escambia County, Florida 32561, has named KENNETH R. RIDLEHOOVER, ATTORNEY, 900 North Palafox Street, Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated 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.


KENNETH R. RIDLEHOOVER
REGISTERED AGENT

ACCEPTANCE AS DESIGNATED AGENT FOR SERVICE OF PROCESS

The undersigned, pursuant to the Florida General Corporation Act, hereby accepts designation as the Agent For Service Of Process for the Florida corporation known as SOUTHERN HOLDINGS, INC., and further states that the initial office for service of process is Kenneth R. Ridlehoover, Attorney, 900 North Palafox Street, Pensacola, Florida 32501.

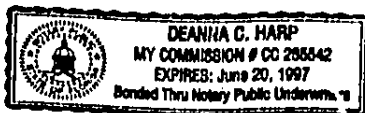
Kenneth R. Ridlehoover
KENNETH R. RIDLEHOOVER

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SECRETARY OF
DIVISION OF
CORPORATIONS
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STATE OF FLORIDA

COUNTY OF Escambia

SWORN TO AND SUBSCRIBED before me by KENNETH R. RIDLEHOOVER, who is personally known to me or who has produced the following identification: personally known, on this 24th day of April, 1996.



Deanna C. Harp
NOTARY PUBLIC
Printed Name: Deanna C. Harp
Commission No.: CO 285542
My Commission Expires: 6/20/97