

**Pittman
Manuel
Thompson &
Perry, P.A.**
Attorneys at Law

C. Wes Pittman
Jay W. Manuel
R. Waylon Thompson
H. Lawrence Perry

Dottie Freeman
Paralegal

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

RE: Chip-Cart & Associates, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of Articles of Incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment for the filing of this document.

Thank you for your anticipated cooperation and assistance.

Very truly yours,

Henry Lawrence Perry

HLP/pp

Enclosures

314 Magnolia Ave.
Panama City, FL 32401
Mailing Address:
P.O. Box 710
Panama City, FL 32402
(904) 784-9000
Fax 763-6787

P96000059559

July 7, 1996

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-07/16/96--01019--007
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D. BROWN JUL 17 1996

**ARTICLES OF INCORPORATION
OF
CHIP-CART & ASSOCIATES, INC.**

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RECEIVED

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CHIP-CART & ASSOCIATES, INC..

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this corporation shall be construction; however, the corporation shall also have power to do all things that now are or may hereafter be allowed to corporations by the laws of Florida and by the laws of the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 521-B Commerce Drive, Panama City Beach, Florida 32408, and the name of the initial registered agent of this corporation at that address is Ivis Chipman.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names of the initial directors of this corporation and the initial directors' street address are:

Kevin R. Carter
521-B Commerce Drive
Panama City Beach, FL 32408

Ivis Chipman
521-B Commerce Drive
Panama City Beach, FL 32408

Jeffrey K. DiBenedictis
521-B Commerce Drive
Panama City Beach, FL 32408

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATORS

The names and address of the persons signing these Articles are: Kevin R. Carter, Ivis Chipman and Jeffrey K. DiBenedictis, 521-B Commerce Drive, Panama City Beach, Florida 32408.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on May 27, 1996.


KEVIN R. CARTER,
Incorporator

STATE OF FLORIDA

COUNTY OF BAY

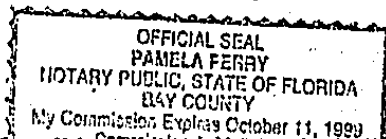
BEFORE ME, personally appeared KEVIN R. CARTER, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 27th day of May, 1996.


NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA
COUNTY OF BAY



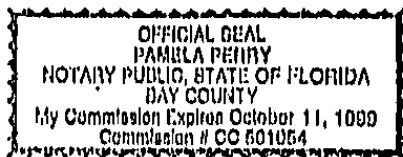
BEFORE ME, personally appeared IVIS CHIPMAN, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Ivis Chipman

IVIS CHIPMAN

Incorporator

WITNESS my hand and official seal in the County and State last named above this 27th day of May, 1996.



Pam Perry
NOTARY PUBLIC

My Commission Expires:

Jeffrey K. DiBenedictis
JEFFREY K. DiBENEDICTIS

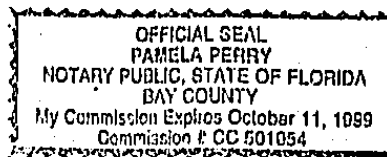
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, personally appeared JEFFREY K. DiBENEDICTIS, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 27th day of May, 1996.

Pam Perry
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED FOR CHIP-CART & ASSOCIATES, INC.**

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

That Chip-Cart & Associates, Inc., desiring to organize and qualify under the laws of the State of Florida, with its principle place of business at 521-B Commerce Drive, Panama City Beach, Florida 32408, has named Ivis Chipman located at 521-B Commerce Drive, Panama City Beach, Florida 32408, as its agent to accept service of process within Florida.

Dated this 27th day of May, 1996.


KEVIN R. CARTER

FILED
96 JUL 15 AM 8:43
CLERK OF COURT
STATE OF FLORIDA

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
OF CHIP-CART & ASSOCIATES, INC.**

The undersigned, having been named to accept service of process for the above-named corporation, at 521-B Commerce Drive, Panama City Beach, Florida 32408, agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

Dated this 27th day of May, 1996.

Ivis Chipman
IVIS CHIPMAN

STATE OF FLORIDA

COUNTY OF BAY

The foregoing instrument was acknowledged before me this 27th day of May, 1996.

Pam Perry
NOTARY PUBLIC

My Commission Expires:

