

**SMITH
SAUER
DEMARIA
& JOHNSON**
ATTORNEYS AT LAW

P96000061879

July 5, 1996

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
96 JUL 24 PM 1:27

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

1000011887881
-07/09/96--01101--017
*****70.00 *****70.00

RE: Subco, Inc.

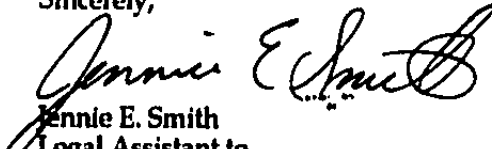
Gentlemen:

Enclosed is the signed original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a date-stamped copy to me as evidence of filing.

If you have any questions, please do not hesitate to contact us at (904) 434-2761.

Sincerely,


Jennie E. Smith
Legal Assistant to
G. Thomas Smith

/js
Enclosures

58
7/24

W96-14464

**SMITH
SAUER
DEMARIA
& JOHNSON**
ATTORNEYS AT LAW

July 22, 1996

Sharon Tala
Document Specialist Supervisor
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: SUBCO, INC.
Reference No.: W96000014464

Dear Sharon:

Please find enclosed the corrected document wherein the corporate name is identical throughout to the document for filing pursuant to your letter of July 10, 1996.

Sincerely,



Jan Cribbs
Secretary to G. Thomas Smith

JC:enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1996

JENNIE E. SMITH
SMITH SAUER DEMARIA & JOHNSON
P.O. BOX 12446
PENSACOLA, FL 32582-2446

SUBJECT: SUBCO, INC.
Ref. Number: W96000014464

We have received your document for SUBCO, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 796A00033656

ARTICLES OF INCORPORATION
OF
SUBCO, INC.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JUL 24 PM 1:21

ARTICLE I-NAME

The name of this corporation is SUBCO, INC.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To establish, maintain, conduct, and operate the business of a providing management and accounting services to various business enterprises and to do all things incidental and necessary to the operations of a management and accounting service business.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation

is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 510 East Zaragoza Street, Pensacola, FL 32501. The name of the initial registered agent for the corporation at that address is G. THOMAS SMITH. The principal office of the corporation shall be 4744 Kitty Hawk Circle, Gulf Breeze, FL 32561.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

STREET ADDRESS

SUSAN (SONNI) BOULTON

4744 Kitty Hawk Circle
Gulf Breeze, FL 32561

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

NAME

STREET ADDRESS

SUSAN (SONNI) BOULTON

4744 Kitty Hawk Circle
Gulf Breeze, FL 32561

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5th day of July, 1996.


SUSAN (SONNI) BOULTON


STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared
SUSAN (SONNI) BOULTON, who _____ is personally known to me or
_____ produced a _____ as
identification and who executed the foregoing Articles of Incorporation, and she
acknowledges that she subscribed the said instrument for the uses and purposes
set forth therein.

WITNESS my hand and official seal in the County, and State last
aforesaid this 5th day of July, 1996.



G. THOMAS SMITH
My Commission OC484226
Expires Jul. 20, 1998
Bonded by ANG
800-422-6070



NOTARY PUBLIC
Printed Name: G. Thomas Smith
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of
SUBCO, INC., which is contained in the foregoing Articles of Incorporation. The
undersigned is familiar with, and accepts, the obligations provided for in Section
607.0505 of the Florida Statutes.



G. THOMAS SMITH