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MJC

MICHAEL J. COOPER
ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-351-3859

FILED
26 AUG - 8 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 7, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-08/09/96--01015--012
****122.50 ****122.50

RE: PAUCA, INC.

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above corporation, (including designation of Resident Agent) together with a check payable to your order in the amount of \$122.50 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	52.50
Filing fee for Certificate of Registered Agent	35.00
TOTAL:	\$122.50

Please return the certified copy of the Charter to me. Thank you for your cooperation in this matter.

Sincerely yours,


Michael J. Cooper

MJC/rw
Enclosures

xc: Mr. and Mrs. Paul D. Ladnier

pk 8/13/98

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ARTICLES OF INCORPORATION

96 AUG -8 AM 11:11

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAUCA, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **PAUCA, INC.** with a mailing address of 2405 SE 17th Street, Suite 401, Ocala, FL 34471.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is: 2405 SE 17th Street, Suite 401, Ocala, FL 34471. The name of its initial Registered Agent is **MICHAEL J. COOPER**, whose address is: 321 NW Third Avenue, Ocala, FL 34475.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial directors are:

PAUL D. LADNIER
2405 SE 17th Street, Suite 401
Ocala, FL 34471

CAROL A. LADNIER
2405 SE 17th Street, Suite 401
Ocala, FL 34471

ARTICLE VII - INCORPORATORS

The name and address of the incorporators is:

PAUL D. LADNIER
2405 SE 17th Street, Suite 401
Ocala, FL 34471

ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 7th day of August, 1996.



PAUL D. LADNIER,
Incorporator

I, MICHAEL J. COOPER, accept the office of Registered Agent. I am located at 321

NW Third Avenue, Ocala, FL 34475, the registered office of this corporation. 95 AUG -8 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


MICHAEL J. COOPER,
Registered Agent

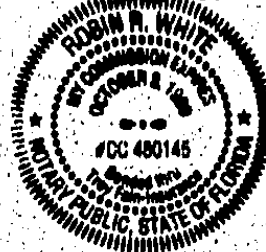
STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 7th day of August, 1996, by
PAUL D. LADNIER, as Incorporator, who:

- A) X is are personally known to me OR
who has/have produced _____ a driver's license OR
B) Did take an oath.

Robin R. White
Signature of Notary Public
ROBIN R. WHITE
Printed name of Notary Public

AFFIX SEAL/EXPIRATION DATE:



STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 7th day of August, 1996, by
MICHAEL J. COOPER, as Registered Agent, who:

- A) Is personally known to me; and
B) Did take an oath.

Robin R. White
Signature of Notary Public
ROBIN R. WHITE
Printed name of Notary Public

AFFIX SEAL/EXPIRATION DATE:

