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JOHNSTON, HARRIS, GERDE, JELKS & SMITH, P.A.

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JERRY W. GERDE
ALLEN N. JELKS, JR.
DOUGLAS L. SMITH

August 7, 1996

MAYO G. JOHNSTON
(1912-1983)
WILLIAM E. HARRIS
(1923-1988)

Corporate Records Bureau
DEPARTMENT OF STATE
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

500001918555
-08/03/96--01099--001
***122.50 ***122.50

Re: Southern Directions, Inc.

Dear Sir:

Please find enclosed herewith the original and a copy of proposed Articles Of Incorporation for the new corporation to be known as Southern Directions, Inc., together with a check in favor of the Secretary Of State in the amount of \$122.50 for the following fees:

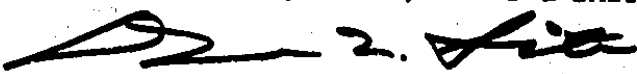
Filing Fee:	\$ 35.00
Certification of Copy:	52.50
Designation Of Registered Agent:	<u>35.00</u>
Total:	\$122.50

Please note that Article V in the Articles Of Incorporation designates the place of business of the Corporation and the name and address of the Registered Agent.

Your assistance in filing same, and in forwarding the Certified Copy to me, would be most appreciated. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE, JELKS & SMITH, P.A.



Douglas L. Smith

DLS/gk

Enclosures.

cc: Janice A. Richmond

86:Secy-St.ltr
t:8/22/96

FILED
95 AUG -9 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/13/96
Ker

ARTICLES OF INCORPORATION
OF
SOUTHERN DIRECTIONS, INC.

FILED
96 AUG -9 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SOUTHERN DIRECTIONS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

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 \$10.00 per share.

**ARTICLE V - PRINCIPAL OFFICE ADDRESS
AND ACCEPTANCE BY REGISTERED AGENT**

The street address of the principal office of this Corporation is: 4040 Kristanna Drive, Panama City, Florida 32405, and the name of the initial registered agent of this Corporation is Janice A. Richmond, whose address is 4040 Kristanna Drive, Panama City, Florida 32405, who is familiar with and accepts the duties and responsibilities as registered agent for said Corporation. The street address of the registered agent of this Corporation is: 4040 Kristanna Drive, Panama City, Florida 32405.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name

and address of the initial director of this Corporation is:

Janice A. Richmond
4040 Kristanna Drive
Panama City, FL 32405

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles Of Incorporation is:

Janice A. Richmond
4040 Kristanna Drive
Panama City, FL 32405

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

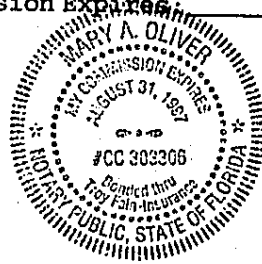
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles Of Incorporation under the laws of the State of Florida, this 8th day of August, 1996.

Janice A. Richmond
JANICE A. RICHMOND
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 8th day of August, 1996, by JANICE A. RICHMOND who:
[] is personally known to me.
[] produced a current driver's license as identification
FL Driver's License # R255-421 (state and number)
[] produced 47-809-0 as identification

Mary A. Oliver
NOTARY PUBLIC Comm. No. _____
Mary A. Oliver
(Type or Print Name of Notary)
My Commission Expires _____



DL3:8/7/96:sk
#6:Richmond.acl