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PIETTERMANN, SAXER & WELLS  
ATTORNEYS AND COUNSELORS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
20 WALTER MARTIN ROAD N.E.  
P.O. BOX 2370

WALTER J. SMITH  
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STEVEN D. BAUMAN  
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KEVIN L. WELLS

FORT WALTON BEACH, FLORIDA 32540

TELEPHONE (904) 843-8194  
TELECOMMER (904) 843-5770

\*NOT A LIMITED LIABILITY COMPANY  
\*NOT A LIMITED LIABILITY COMPANY

INCORPORATED IN ALABAMA, 199

Secretary of State  
Corporations Division  
P. O. Box 6327  
Tallahassee, FL 32301

500001940405  
-09/05/96--01112--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of Southern Cross Enterprises, Inc.

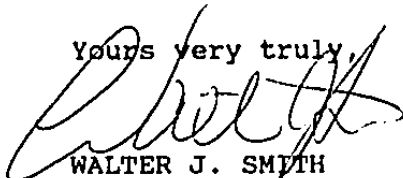
Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation to be filed with your office. Our check is also enclosed for the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

If you have any questions, please feel free to contact me. I would appreciate your returning a conformed copy of the Articles at your earliest convenience.

Yours very truly,

  
WALTER J. SMITH

WJS/aw

Encls.



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP -5 AM 9:02

FILED

ARTICLES OF INCORPORATION  
OF  
SOUTHERN CROSS ENTERPRISES, INC.

FILED  
95 SEP -5 PM 9:02  
CLERK OF DISTRICT COURT  
NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is SOUTHERN CROSS ENTERPRISES, INC.

Article II - Duration

This corporation shall exist perpetually, commencing on the date of filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 6,000 shares of \$1.00 par value common stock.

Article V - 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 she already holds, shall have the right to purchase her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Principal Office, Registered Agent, Acceptance

The street address of the initial principal office of this corporation is 4058 Indian Bayou North, Destin, FL 32541, and the

name of the initial registered agent of this corporation at that address is LAURIE WILSON KELLY, who states she is familiar with and accepts the duties and responsibilities as registered agent for said corporation and her signature appears hereafter.

Article VII - Initial Board of Directors

This 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 of this corporation are:

SUSAN A. CHAMBERS  
300 Inner Circle  
Maxwell A.F.B., AL 36113

LAURIE WILSON KELLY  
4058 Indian Bayou North  
Destin, FL 32541

Article VIII - Incorporators

The name and address of the persons signing these Articles are as follow:

SUSAN A. CHAMBERS  
300 Inner Circle  
Maxwell A.F.B., AL 36113

LAURIE WILSON KELLY  
4058 Indian Bayou North  
Destin, FL 32541

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article X - Shares of Stock

Shares of capital stock of this corporation shall be issued

Initially to the following persons and in the amount set opposite their names:

SUSAN A. CHAMBERS	-	2,000 Shares
LAURIE WILSON KELLY	-	2,000 Shares

#### Article XI - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### Article XIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

#### Article XIV - Tax Article

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 3<sup>rd</sup> day of September, 1996.

Susan A. Chambers  
SUSAN A. CHAMBERS, Subscriber  
Laurie Wilson Kelly  
LAURIE WILSON KELLY, Subscriber

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, this 3<sup>rd</sup> day of September, 1996, personally appeared LAURIE WILSON KELLY, who is personally known to me and who did (did not) take an oath.

Walter J. Smith  
Notary Public  
My Commission Expires:



Walter J. Smith  
MY COMMISSION EXPIRES  
January 26, 2000  
BONDED THROUGH FAIRFAX INSURANCE, INC.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, this 3<sup>rd</sup> day of September, 1996, personally appeared SUSAN A. CHAMBERS, who is personally known to me and who did (did not) take an oath.

(Seal)

Walter J. Smith  
Notary Public  
My Commission Expires:



Walter J. Smith  
MY COMMISSION EXPIRES  
January 26, 2000  
BONDED THROUGH FAIRFAX INSURANCE, INC.

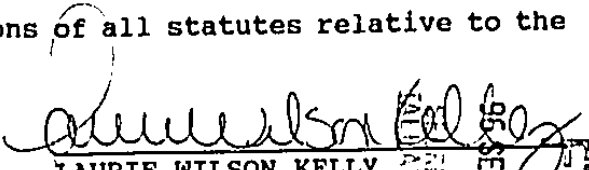
Prepared by:  
WALTER J. SMITH  
Smith, Grimsley, Bauman, Pinkerton  
Peterman, Saxer and Wells  
P.O. Box 2379  
Fort Walton Beach, FL 32549

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED;  
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In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

FIRST: That SOUTHERN CROSS ENTERPRISES, INC., a  
corporation duly organized and existing under the laws of the State  
of Florida with its principal office as indicated in the Articles  
of Incorporation at 4058 Indian Bayou North, Destin, Florida  
32541, has named LAURIE WILSON KELLY, 4058 Indian Bayou North,  
Destin, Florida 32541, as its agent to accept service of process  
for the above-named corporation at the place designated in this  
Certificate.

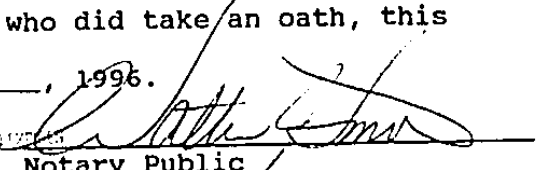
SECOND: Having been named to accept service of process  
for the above-named corporation at the place designated in this  
Certificate, I hereby agree to act in this capacity and I further  
agree to comply with the provisions of all statutes relative to the  
proper performance of my duties.

  
LAURIE WILSON KELLY,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Sworn to and subscribed before me by LAURIE WILSON KELLY,  
who is personally known to me and who did take an oath, this

3<sup>rd</sup> day of September, 1996.

  
Notary Public

Typed Name.....

Commission No.  
My Commission  
Expires: