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LAW OFFICE

H. CRANSTON POPE, J.D., LL.M.

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PANAMA CITY, FLORIDA 32401

(904) 784-0174

POST OFFICE BOX 12151
PANAMA CITY, FLORIDA 32401-0151

September 25, 1996

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

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****122.50 ****122.50

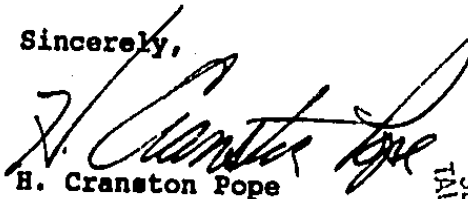
Re: RICHARD HENRY CONSTRUCTION, INC.

Dear Sir or Madame:

Enclosed please find the original and one copy of Articles of Incorporation and original Acceptance of Registered Agent for the captioned corporation. If these documents meet with your approval, we would appreciate your filing the originals and returning a certified copy of the Articles to us. Our check in the amount of \$122.50 is enclosed.

Should you have any questions or require further information, please let us know.

Sincerely,


H. Cranston Pope

HCP/lj
Enclosures

SEP 27 1996

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96 SEP 26 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RICHARD HENRY CONSTRUCTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is RICHARD HENRY CONSTRUCTION, INC.

Article II - Principal Office and Mailing Address

The address of the principal office of the corporation is 333 Eagle Drive, Panama City Beach, Florida 32407 and the mailing address is 333 Eagle Drive, Panama City Beach, Florida 32407.

Article III - Nature of Business

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

Article IV - Duration

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

Article V - Capital Stock

This corporation is authorized to issue 1000 shares of common stock, each share having the par value of \$1.00.

Article VI - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 333 Eagle Drive, Panama City Beach, Florida 32407 and the name of the initial registered agent of this corporation at that address is RICHARD K. HENRY.

Article VII - Board of Directors

This corporation shall have at least one (1) 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 two. The name and address of the initial director of this corporation is:

RICHARD K. HENRY, 333 Eagle Drive, Panama City Beach, FL 32407

Article VIII - Preemptive Rights

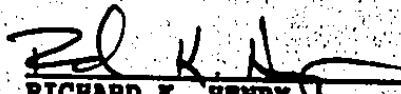
The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article IX - Incorporators

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

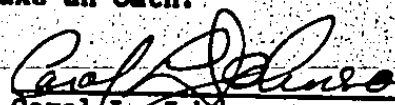
RICHARD K. HENRY, 333 Eagle Drive, Panama City Beach, FL 32407

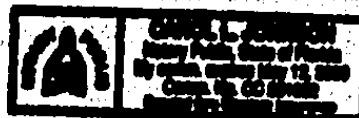
25th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of September, 1996.

 (Seal)
RICHARD K. HENRY

STATE OF FLORIDA
COUNTY OF BAY

25th The foregoing instrument was acknowledged before me this day of September, 1996 by RICHARD K. HENRY who is personally known to me and who did not take an oath.


Carol L. Johnson
Notary Public
My commission expires: May 12, 2000



FILED

ACCEPTANCE OF REGISTERED AGENT

96 SEP 26 AM 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

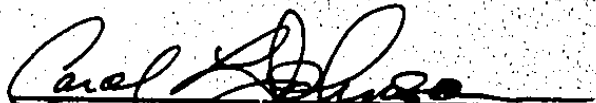
I, RICHARD K. HENRY, having been appointed to act as registered agent for RICHARD HENRY CONSTRUCTION, INC., in its registered office located at 333 Eagle Drive, Panama City Beach, Florida 32407, hereby accept such appointment and agree to serve as registered agent in the Corporation's registered office.


RICHARD K. HENRY

STATE OF FLORIDA

COUNTY OF BAY

25th The foregoing instrument was acknowledged before me this day of September, 1996, by RICHARD K. HENRY.


Carol L. Johnson, Notary Public
My Commission Expires: May 12, 2000

