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PLEASE REPLY TO
JACKSONVILLE OFFICE

October 23, 1996

Division of Corporations
Corporate Records Bureau
Department of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

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-10/28/96--01033--002
****122.50 ****122.50

Re: Articles of Incorporation of PAL Marketing, Inc.

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of PAL Marketing, Inc.
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Department of State in the amount of \$122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please file the Articles of Incorporation and certify the enclosed copy of the Articles and return them to me. Thank you for your assistance.

Sincerely,

Deborah F. Sherrill
Deborah F. Sherrill
Certified Legal Assistant

Enclosures

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10/29

ARTICLES OF INCORPORATION
OF
PAL MARKETING, INC.

FILED
96 OCT 25 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is PAL Marketing, Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 12854 Muirfield Boulevard, South, Jacksonville, Florida 32225. The mailing address of the corporation is 12854 Muirfield Boulevard, South, Jacksonville, Florida 32225.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is one hundred thousand one hundred (100,100), all of which shall be of the par value of \$.10 per share, and shall be designated common stock. One hundred (100) shares shall be designated as Class A Voting Common shares, and one hundred thousand (100,000) shares shall be designated as Class B Nonvoting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held by him, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Nonvoting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Nonvoting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of voting common shares.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to

time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is John E. Lawlor, III.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

John E. Lawlor, III
1 Independent Drive, Suite 2600
Jacksonville, Florida 32202

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial board of directors until the first annual meeting of the shareholders, are as follows:

James B. Shephard	12854 Muirfield Blvd., So. Jacksonville, FL 32225
Alice D. Shephard	12854 Muirfield Blvd., So. Jacksonville, FL 32225
Scott A. Shephard	10074 Hempstead Drive Union, Kentucky 41091

Ann Shophard Elson

11852 Ashbrook Circle, No.
Jacksonville, FL 32225

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 23rd day of October, 1996.



John E. Lawlor, III

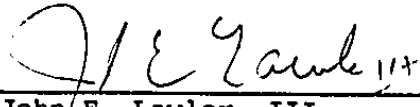
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That PAL Marketing, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named John E. Lawlor, III, located at 1 Independent Drive, Suite 2600, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



John E. Lawlor, III
(Resident Agent)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 OCT 25 AM 10:59

FILED