

HARMON & SLOAN, P.A.

ATTORNEYS AND COUNSELORS AT LAW
427 MCKENZIE AVENUE
POST OFFICE BOX 2327
PANAMA CITY, FLORIDA 32402-2327

DANIEL HARMON III
TIMOTHY J. SLOAN*

*ALSO MEMBER OF
DISTRICT OF COLUMBIA
AND MISSOURI BARS

TELEPHONE (904) 769-2501
FACSIMILE (904) 769-0824

P47000011063

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
509 East Gaines Street
Tallahassee, FL 32399

500002074865--8
-01/31/97--01047--009
****122.50 ****122.50

Re: AFFSCO, Inc.

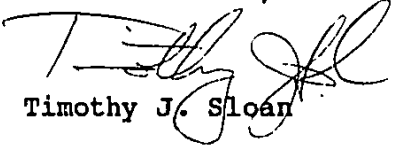
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$122.50 to cover the cost of filing and a certified copy. Please note that this corporation is to commence its existence on January 30, 1997.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P.A.


Timothy J. Sloan

EFFECTIVE DATE
1-30-97

97 JAN 31 PM 1:13
RECEIVED
FALL 1997
FALL 1997
FALL 1997

TJS/da

Enclosures

cc: Mr. Jeffrey H. Shea
Mr. Jose' Gonzalez

H:\WPDOCS\GHEA\AFFSCO\SECTATE.LET



**ARTICLES OF INCORPORATION
OF
AFFSCO, INC.**

FILED
97 JAN 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is AFFSCO, Inc.

ARTICLE II - PURPOSE

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

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually. This corporation shall commence its existence on January 30, 1997.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 520 Beckrich Road, No. 309, Panama City Beach, Florida 32407. The registered agent for this corporation is Timothy J. Sloan, whose address is 427 McKenzie

EFFECTIVE DATE
1-30-97

.Avenue, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is two (2). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are as follows:

Jeffrey H. Shea
520 Beckrich Road
No. 309
Panama City Beach, FL 32407

Jose' Gonzalez
520 Beckrich Road
No. 309
Panama City Beach, FL 32407

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII- INCORPORATORS

The name of the persons signing these Articles are Jeffrey H. Shea and Jose' Gonzalez, whose addresses are 520 Beckrich Road, No. 309, Panama City Beach, FL 32407

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 30th day of January, 1997.


JEFFREY H. SHEA
Incorporator


JOSE' GONZALEZ
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 30th day of January, 1997, by JEFFREY H. SHEA, who is personally known to me or who has produced Florida Drivers License as identification.

Dana C Aylor (SEAL)
Notary Public - Signature

Notary Public - Printed Name

Commission Number and
Expiration Date



DANA C AYLOR
My Commission CC319298
Expires May. 18, 1997
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 30th day of January, 1997, by JOSE' GONZALEZ, who is personally known to me or who has produced Florida Drivers License as identification.

Dana C Aylor (SEAL)
Notary Public - Signature

Notary Public - Printed Name

Commission Number and
Expiration Date



DANA C AYLOR
My Commission CC319298
Expires May. 18, 1997
Bonded by HAI
800-422-1555

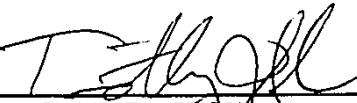
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

AFFSCO, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 30th day of January, 1997.



TIMOTHY J. SLOAN
Registered Agent

FILED
97 JAN 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA