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ARTICLES OF INCORPORATION OF R & J CARTER, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be R & J CARTER, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 1834 Thomasville Road, Tallahassee, Florida 32303.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may by organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 500 shares. All such shares shall be of a single class, designated as common; such shares shall have a par value of \$1.00.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

ARTICLE VI

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of One (1) director whose name and address are as follows:

Rolla C. Carter, Jr. 1834 Thomasville Road Tallahassee, FL 32303

ARTICLE VII

The initial registered agent of the corporation is Rolla C. Carter, Jr.. The street address of the corporation's initial registered office is 1834 Thomasville Road, Tallahassee, FL 32303.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The name and address of the incorporator to these Article of Incorporation is: Rolla C. Carter, Jr., 1834 Thomasville Road, Tallahassee, FL 32303.

The undersigned incorporator has executed these Articles of Incorporation this 27 day of February, 1997.

Rolla C. Carter, Jr., Incorporator

TAL:14130:1



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE THE SERVICE OF PROCESS WITHIN FLORIDA, AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT R & J CARTER, INC., INCORPORATED AND DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TALLAHASSEE, STATE OF FLORIDA, HAS NAMED ROLLA C. CARTER, JR., LOCATED AT 1834 THOMASVILLE ROAD, TALLAHASSEE, FL 32303, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE	Rose C Carting.
	Rolla C. Carter, Jr. U
TITLE	President
DATE	February 27, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Rolla C. Carter, Jr.

DATE February 27, 1997