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Law Offices of
ROLFE & LOBELLO, P.A.

FILED

Attorneys and Counsellors at Law 97 MAR 13 AM 11:20

720 BLACKSTONE BUILDING
JACKSONVILLE, FLORIDA 32202

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAWRENCE C. ROLFE
THOMAS LOBELLO, III

TELEPHONE (904) 358-1600

March 12, 1997

FAX No. (904) 350-0510

Secretary of State
State of Florida
Division of Corporation
The Capitol
Tallahassee, Florida 32301

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Re: Delta Auction and Real Estate Company, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for Delta Auction and Real Estate Company, Inc., together with the Acceptance of Designation of Registered Agent. Please file the original of these articles and return a certified copy to this office.

I have also enclosed my check in the amount of \$122.50 representing payment of the filing fee and the charge for the certified copy.

Your attention to this matter is appreciated.

Very truly yours,


Lawrence C. Rolfe

LCR:cs

Enclosures

PK
2/19/97

**ARTICLES OF INCORPORATION
OF
DELTA AUCTION AND REAL ESTATE COMPANY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Act hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be: DELTA AUCTION AND REAL ESTATE COMPANY, INC.

ARTICLE II

Nature of Business

The general nature of the business and the objects and purposes to be transacted and carried on are: To do any and all legal business allowed by the laws of the State of Florida and of the United States.

ARTICLE III

Capital Stock

The minimum number of shares of stock that this Corporation is authorized to have outstanding is: 5,000 shares common stock, having \$1.00 par value. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors or a meeting called for that purpose; and any and all such shares so issued, the full consideration for which

has been paid or delivered, shall be deemed fully paid stock and not liable to any further call or assessments thereof, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE IV

Initial Capital

The amount of capital with which this Corporation may commence business is \$500.00.

ARTICLE V

Address

The principal place of business of said Corporation shall be at Jacksonville, Florida, with branches at such other place or places within or without the State of Florida, or within or without the United States of America, as the Board of Directors may from time to time determine and resolve. The street address of the initial principal office of this Corporation is 12310 Windstream Lane, Jacksonville, Florida, 32258. The initial Registered Agent of this Corporation at the above address is Dale L. Casto.

ARTICLE VI

Term of Existence

The terms for which this Corporation shall exist shall be perpetual, unless sooner dissolved according to law.

ARTICLE VII

DIRECTORS

The number of Directors of this Corporation shall not be less than one (1), nor more than nine (9), but the numbers of such Directors shall be subject to change as the By-Laws of this Corporation may, from time to time, provide.

ARTICLE VIII

Initial Directors

The names and street addresses of the initial Directors of this Corporation, who shall hold office for the first year or until successor or successors are elected and have qualified, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jasper E. Jones	2850 Austin P. Highway, Suite 100 Memphis, Tennessee 38128
Dale L. Casto	12310 Windstream Lane Jacksonville, Florida 32258

ARTICLE IX
Subscriber

The name(s) and street address(es) of the Subscriber(s) of this Certificate of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jasper E. Jones	2850 Austin P. Highway, Suite 100 Memphis, Tennessee 38128
Dale L. Casto	12310 Windstream Lane Jacksonville, Florida 32258

ARTICLE X

Amendment

The Certificate of Incorporation may be amended as provided by Statute by the Stockholders of this Corporation.

ARTICLE XI

Informal Shareholder Actions

Any action of the shareholders may be taken without a meeting if consent is in writing setting forth the action so taken and shall be signed by all the persons who would be entitled to vote upon such action as a meeting and filed with the secretary of the Corporation as part of the corporate records.

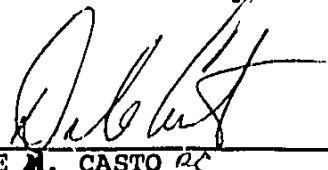
ARTICLE XII

Pre-Emptive Rights

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasure shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of

the issue of shares and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmation of a written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge the foregoing Certificate of Incorporation this 27th day of January, 1997.



DALE M. CASTO

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this 27th day of January, 1997, personally appeared before me, the undersigned authority, DALE M. CASTO, to me well known and known to be the individual described in and who executed the foregoing Certificate of Incorporation, and he acknowledged to and before me that he executed the same Certificate of Incorporation as the free and voluntary act and deed for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Jacksonville, Duval County, Florida, the day and year first above written.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, DALE M. CASTO, do accept the designation of Registered Agent by DELTA AUCTION AND REAL ESTATE COMPANY, INC., as indicated by the signature below.

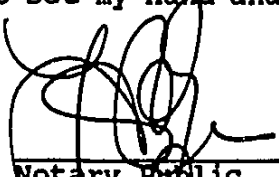


DALE M. CASTO
L.

**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME, the undersigned authority, personally appeared DALE M. CASTO, who, after first being duly sworn, deposes and says that he is the one and the same person as that person who executed the foregoing Acceptance of Designation of Registered Agent and that he executed said Acceptance for the purposes therein expressed this 27th day of January, 1997.

IN WITNESS WHEREOF, I hereunto set my hand and official seal, this 27th day of January, 1997.




Notary Public
State of Florida at Large
My Commission Expires:

CORPORATION\DELTA\ARTICLES

FILED
97 MAR 13 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have hereunto set our hands and seals
and acknowledge the foregoing Certificate of Incorporation this
25 day of February, 1997.


JASPER E. JONES

STATE OF TENNESSEE
COUNTY OF Shelby

I HEREBY CERTIFY that on this 25 day of February, 1997,
personally appeared before me, the undersigned authority, JASPER E.
JONES, to me well known and known to be the individual described in
and who executed the foregoing Certificate of Incorporation, and he
acknowledged to and before me that he executed the same Certificate
of Incorporation as the free and voluntary act and deed for the
uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Memphis, Shelby County, Tennessee, the day and year
first above written.


NOTARY PUBLIC
State of Tennessee at Large

My Commission Expires:

12-21-99