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Dani Stewart, P.A.

Jennifer Byrom



STEWART & BYROM
ATTORNEYS AT LAW

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March 13, 1997

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

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-03/17/97--01038--017
****122.50 ****122.50

Re: High Cotton Management, Inc.

Dear Sir/Ma'am:

Enclosed herewith please find Articles of Incorporation and a Certificate Designating Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the filing fee and for a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very Truly Yours,

Jennifer Byrom

JB/par
Enclosures (3)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 AM 11:33

97/3/21/97

ARTICLES OF INCORPORATION

OF

HIGH COTTON MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 17 AM 11:33

ARTICLE I - NAME

The name of this corporation is HIGH COTTON MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Two Hundred (200) shares of Dollar (\$1.00) per value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The mailing and street address of the principal office of this corporation is the same and is 310 Elmira Street, Milton, FL 32570. The name and address of the initial registered agent of this

corporation is Jennifer Byrom, Esquire; 310 Elmira Street, Milton, Florida 32570. The certificate designating the Registered/Agent/Registered Office is attached and incorporated herein.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than ten. The name and address of the initial Board of Directors of the corporation are:

Jennifer Byrom
310 Elmira Street
Milton, FL 32570

Daniel Stewart
310 Elmira Street
Milton, FL 32570

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporators signing these articles are:

Jennifer Byrom
310 Elmira Street
Milton, FL 32570

Daniel Stewart
310 Elmira Street
Milton, FL 32570

ARTICLE IX - INDEMNIFICATION

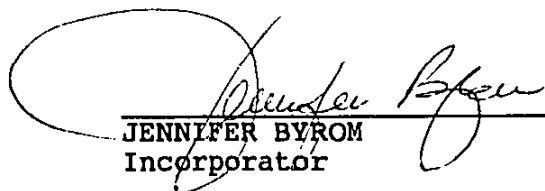
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any

provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

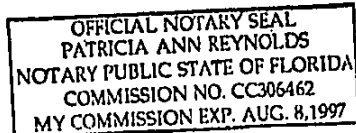
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 13th day of March, 1997.

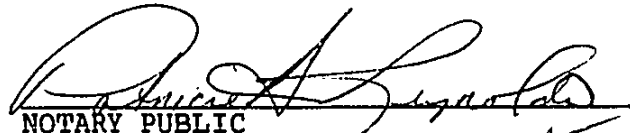

JENNIFER BYROM
Incorporator

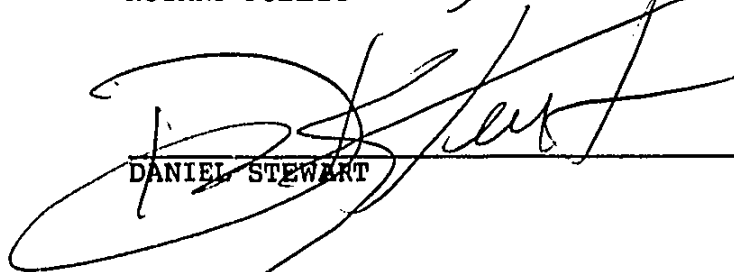
STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JENNIFER BYROM who is personally known to me or who produced personally known as identification and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13th day of March, 1997.




NOTARY PUBLIC

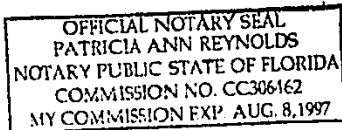

DANIEL STEWART

STATE OF FLORIDA
COUNTY OF SANTA ROSA

BEFORE ME, a Notary Public authorized to take acknowledgements

in the State and County set forth above, personally appeared DANIEL STEWART who is personally known to me or who produced personally known as identification and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13th day of March, 1997.




NOTARY PUBLIC

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

07 MAR 17 AM 11:33

Pursuant to the provisions of Section 907.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is High Cotton Management, Inc.
2. The name and address of the registered agent and office is:

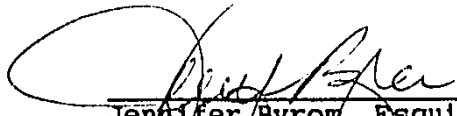
Jennifer Byrom, Esquire
310 Elmira Street
Milton, Florida 32570


JENNIFER BYROM
Incorporator


DANIEL STEWART
Incorporator

Date: March 13, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


Jennifer Byrom, Esquire
Registered Agent

Date: March 13, 1997