

P97000025640

WILLIAM B. ATCHISON
ATTORNEY AT LAW
1016 23RD AVENUE
POST OFFICE BOX 4055
GULFPORT, MISSISSIPPI 39502
TELEPHONE
(601) 864-8224

ALSO ADMITTED
IN FLORIDA

FILED

97 MAR 17 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FACSIMILE
(601) 864-5325

February 27, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Apalach Holding Company, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation of the above referenced corporation and a check in the amount of \$78.75 to cover the cost of filing and to obtain a certificate of incorporation. Please return the certificate to the registered agent at your earliest convenience.

I thank you in advance for your cooperation. With kind regards, I remain

Sincerely,



William B. Atchison

WBA/sma
enclosures

300002115973--3
-03/18/97-01043--005
*****78.75 *****78.75

JK
2/21/97

ARTICLES OF INCORPORATION
OF

APALACH HOLDING COMPANY, INC.

FILED

97 MAR 17 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is APALACH HOLDING COMPANY, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing of these Articles with the Secretary of State.

ARTICLE III

The initial street address of the principle office of the Corporation is: 15 HARBOUR POINT DRIVE, CRAWFORDVILLE, FLORIDA 32327.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one thousand (1000), all of which shall be Common Shares with an initial par value of \$.01. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 15 HARBOUR POINT DRIVE, CRAWFORDVILLE, FLORIDA 32327. The initial registered agent for the Corporation at that address is ROBERT P. ATCHISON.

ARTICLE VI

The name and street of the incorporator to these Articles of Incorporation is: ROBERT P. ATCHISON; 15 HARBOUR POINT DRIVE, CRAWFORDVILLE, FLORIDA 32327.

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of March, 1997.

Robert P. Atchison
ROBERT P. ATCHISON

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

97 MAR 17 PM 1:08

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 APALACH HOLDING COMPANY,
INC.

2. The name and address of the initial registered agent and
office is ROBERT P. ATCHISON; 15 HARBOUR POINT DRIVE,
CRAWFORDVILLE, FLORIDA 32327.

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply
with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

Robert P. Atchison
ROBERT P. ATCHISON

3-14-97
DATE