

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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97 MAR 28 PM 3:31
TALLAHASSEE, FLORIDA

FAL MAR 28 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AMP _____

WALK-IN Will Pick Up 3/28/97

RE: Brannen Holdings
of Peabody, Inc.

C.C. FEE. DISBURSED

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
BRANNEN HOLDINGS OF PEABODY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is **BRANNEN HOLDINGS OF PEABODY, INC.**

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in and transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the purpose of the corporation or necessary and desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of which the corporation is authorized to issue is 3750 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 401 E. Chase St., Suite 105, Pensacola, FL 32501, and the name of the initial registered agent of this corporation at that address is David A. Brannen.

ARTICLE VI - INITIAL MAILING AND OFFICE ADDRESSES

The initial principal business office of the Corporation in the State of Florida is 401 E. Chase St., Suite 105, Pensacola, FL 32501. The initial mailing address of this Corporation is P.O. Box 940, Gulf Breeze, FL 32562-0940.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the Initial Board of Directors. The number of directors may be either increased or decreased from time to time in the manner provided by the bylaws; however, there shall never be less than one director nor more than five. The name and mailing addresses of the initial Director of the Corporation are:

David A. Brannen P.O. Box 940, Gulf Breeze, FL 32562-0940

ARTICLE VIII- INCORPORATOR

The name and address of the Incorporator is David A. Brannen, P.O. Box 940, Gulf Breeze, FL 32562-0940.

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

Except as may be otherwise specifically provided in these Articles of Incorporation, 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 Shareholders.

ARTICLE XI - BYLAWS

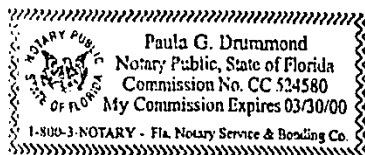
The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Shareholders.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 27 day of March, 1997.


DAVID A. BRANNEN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of March, 1997, by David A. Brannen who is personally known to me.




PAULA G. DRUMMOND
Notary Public, State of Florida
My Commission #: CC524580
My Commission expires: March 30, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Agent of BRANNEN HOLDINGS OF PEABODY, INC. which is contained in the foregoing Articles of Incorporation and acknowledges that he is familiar with and accepts the obligations provided for in Section 607.0505, Florida Statutes.

DATED this 27 day of March, 1997.


DAVID A. BRANNEN
Registered Agent

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SEAL
TALLAHASSEE, FLORIDA