RICHARD L. TUTEN 2137 S.E. Ft. King Street Ocala, FL 34471 (352)401-1890

March 8, 1997

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Secretary of State Division of Corporations The Capital Tallahassee, Florida 32304

Re: Southern Classic, Inc.

Dear Sir/Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represent the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Total: \$122.50

Please file the original of the enclosed Articles of Incorporation and return a Certified copy to the undersigned.

Your prompt attention to this matter would be greatly appreciated.

Very truly yours, Richard L. futen

RT/ks

ARTICLES OF INCORPORATION

OF

FILED

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

SOUTHERN CLASSIC, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is Southern Classic, Inc.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 2137 S.E. Ft. King Street, Ocala, FL 34471.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 15,000 shares.

ARTICLE IV

INITIAL REGISTERED AGENT

The name and street of the initial Registered Agent and office of the corporation is Richard L. Tuten, 2137 S.E Ft. King Street, Ocala, Florida 34471.

ARTICLE V

INCORPORATORS

The name and address of the incorporator is Richard L. Tuten, 2137 S.E Ft. King Street, Ocala, Florida 34471.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 8th day of March 1997.

Richard L. Tuten

Having been named as Resident Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to act in this capacity, and I have further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of 607.0505, Florida Statutes.

Registered Agent T MAR 28