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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 10 PM 3:04

April 9, 1997

EFFECTIVE DATE
4-8-97

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-04/10/97--01103--011
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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Articles of Incorporation of B & AH of Northwest Florida, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Incorporation of B & AH of Northwest Florida, Inc. I have also enclosed a check payable to the Secretary of State for the following:

Fee for filing Articles of Incorporation	\$35.00
Fee for naming Registered Agent	<u>35.00</u>
TOTAL	\$70.00

Please file the Articles of Incorporation and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,



Lonnie L. Simmons

LLS\kbb

Enclosures

D. BROWN APR 11 1997

ARTICLES OF INCORPORATION
OF
B & AH OF NORTHWEST FLORIDA, INC.

EFFECTIVE DATE

4-8-97

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We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is B & AH OF NORTHWEST FLORIDA, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the 8th day of April, 1997.

ARTICLE III - PURPOSE

The purpose of this Corporation is to transact 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 2,000 shares of One Dollar (\$1.00) par 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 street address of the initial registered office and the principal place of business of this Corporation is 100 S. Baylen Street, Pensacola, Florida 32501 and the name of the initial registered agent of this Corporation at that address is Benton B. Holt, III.

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 five. The name and address of the initial Board of Directors of the Corporation is:

Benton B. Holt, III
2445 Bluffs Circle
Pensacola, Florida 32503

Elberta A. Holt
2445 Bluffs Circle
Pensacola, Florida 32503

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Benton B. Holt, III, 100 S. Baylen Street, Pensacola, Florida 32501.

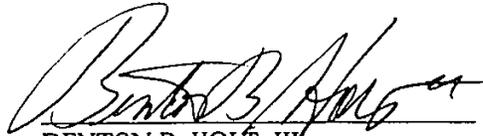
ARTICLE IX - INDEMNIFICATION

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 this the 9 day of April, 1997.

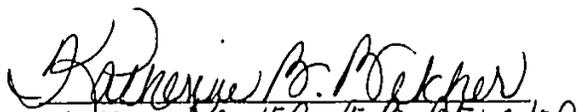
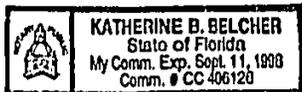


BENTON B. HOLT, III -
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed to me this 9 day of April, 1997, by BENTON B. HOLT, III, who is personally known to me, or who has produced personally known as identification and who did take an oath.



Print Name: KATHERINE B. BELCHER
Notary Public, State of Florida
My Commission Expires: 9/11/98

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 10 PH 3:05

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that B & AH OF NORTHWEST FLORIDA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 100 S. Baylen Street, Pensacola, Florida 32501 has named Benton B. Holt, III at 100 S. Baylen Street, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

DATED: April 9, 1997.


BENTON B. HOLT, III - Director

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


BENTON B. HOLT, III -
Registered Agent