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Mary F Mathews
P O Box 1351
Macclenny, Florida 32063

May 6, 1997

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

Dear Sirs:

Please find enclosed "Articles of Incorporation" prepared for filing with your office a Florida Corporation to be known as JOHN MATHEWS, INC. Accompanying the articles is letter of acceptance by myself to serve as the registered agent along with payment of \$ 122.50 to cover filing fees and a certified copy of filing.

Respectfully yours,

Mary F. Mathews

Mary F Mathews

FILED
9 MAY -7 AM 9:01
TALLAHASSEE, FLORIDA
DEPT. OF STATE

MAY 12

BSB

FILED

97 MAY -7 AM 9:01

STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JOHN MATHEWS, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this Corporation under the laws of the State of Florida

ARTICLE I. NAME and ADDRESS

The name of this corporation is **John Mathews, Inc.**

The corporate address is **461 Hickory Street -
Macclenny, Florida - mailing address P O Box 1351 -
Macclenny, Florida 32063.**

ARTICLE II. DURATION

This corporation shall have perpetual existence and shall commence to exist upon the filing of these articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value stock.

This corporation is organized as a small business and its shares shall be considered as Section 1244 stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Registered office...461 Hickory Street -
Macclenny, FL mailing address P O Box 1351 - Macclenny, FL
32063

Registered agent at that office is Mary F Mathews

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial member of the board of directors is:

John Mathews - 461 Hickory St - Macclenny, FL
Mary F Mathews - 461 Hickory St - Macclenny, FL

ARTICLE VII. INCORPORATORS

The name and address of the Incorporators signing these Articles of Incorporation are:

Mary F Mathews - 461 Hickory Street - Macclenny, FL

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite their names:

Mary F Mathews	51 shares
John D Mathews	49 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which and at the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE IX. PREEMPTIVE RIGHTS

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

ARTICLE X. OFFICERS

The everyday operation of the corporation shall be

conducted and managed by the officers of the corporation which shall be:

John Mathews - President

John Mathews - Secretary/ Treasurer

ARTICLE XI. AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII. INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner and full extent permitted by law.

IN WITNESS WHEREOF, The undersigned subscriber(s) has
executed these Articles of Incorporation this 6th day of
May 1997 at Macclenny, Baker County, Florida.

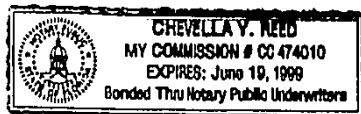
Mary F. Mathews
Mary F Mathews

STATE OF FLORIDA
COUNTY OF BAKER

BEFORE ME the undersigned authority, personally
appeared Mary F Mathews to me known to be the person(s) who
executed the foregoing Articles of Incorporation, and have
acknowledged to and before me that they executed the same for
the purpose therein expressed.

WITNESS my hand and official seal this 6 day of
May 1997, County and State aforesaid.

Chevella Y. Reed
Notary Public



Mary F Mathews
P O Box 1351
Macclenny, FL 32063

May 06, 1997

Department of State
Division of Corporate Records
P O Box 6327
Tallahassee, Florida 32314

Dear Sirs:

I hereby acknowledge that I am a resident of the State of Florida and reside at 461 Hickory Street - Macclenny, Florida AND by placing my signature on the designated line below, I hereby accept the position of **REGISTERED AGENT** of the Florida corporation known as **JOHN MATHEWS, INC.**

Mary F. Mathews
Mary F Mathews

FILED
97 MAY -7 AM 9:01
TALLAHASSEE, FLORIDA