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JERRY W. GERDE

ALLEN N. JELKS, JR.

DOUGLAS L. SMITH

May 14, 1997

MAYO C. JOHNSTON

(1912-1983)

WILLIAM E. HARRIS

(1923-1988)

Corporate Records Bureau
DEPARTMENT OF STATE
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

700002180107-4
-05/15/97--01087--014
****122.50 ****122.50

Re: M. B. Yeaton, Inc.

Dear Sir or Madam:

Please find enclosed herewith the original and a copy of proposed Articles Of Incorporation for the new corporation to be known as M. B. Yeaton, Inc., together with a check in favor of the Secretary Of State in the amount of \$122.50 for the following fees:

Filing Fee:	\$ 35.00
Certification of Copy:	52.50
Designation Of Registered Agent:	35.00
Total:	\$122.50

Please note that Article V in the Articles Of Incorporation designates the place of business of the Corporation and the name and address of the Registered Agent.

Your assistance in filing same, and in forwarding the Certified Copy to me, would be most appreciated. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE & JELKS, P.A.

Allen N. Jelks, Jr. /sk

Allen N. Jelks, Jr.

DICTATED BY [illegible]
SIGNED IN HIS ABSENCE TO AVOID
DELAY IN MAILING

ANJ/gk

Enclosures: as stated.

cc: Mathew B. Yeaton

ANJ/gk:5/16/97
#918ac-Bc.1tr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 PM 2:48

③

Joe 5/19

ARTICLES OF INCORPORATION
OF

M. B. YEATON, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 PM 2:48

The undersigned subscriber to these Articles Of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is M. B. YEATON, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

ARTICLE III - DURATION

This Corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$10.00 per share.

ARTICLE V - PRINCIPAL OFFICE ADDRESS
AND ACCEPTANCE BY REGISTERED AGENT

The street address of the principal office of this Corporation is: 333 South MacArthur Avenue, Panama City, FL 32401, and the name of the initial registered agent of this Corporation is Matthew B. Yeaton, whose address is 333 South MacArthur Avenue, Panama City, Florida 32401, who is familiar with and accepts the duties and responsibilities as registered agent for said Corporation. The street address of the registered agent of this Corporation is: 333 South MacArthur Avenue, Panama City, Florida, 32401.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one director initially. The

Matthew B. Yeaton
333 South MacArthur Avenue
Panama City, Florida 32401

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles Of
Incorporation is:

Matthew B. Yeaton
333 South MacArthur Avenue
Panama City, FL 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles Of Incorporation
under the laws of the State of Florida, this 14th day of
May, 1997.

Matthew B. Yeaton
MATTHEW B. YEATON
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 14th
day of May, 1997 by MATTHEW B. YEATON, who:

- [] is personally known to me.
- [] produced a current driver's license as identification
FL 4350 542 55 264 (state and number)
- [] produced _____ as identification.



Gina M. Murphy
NOTARY PUBLIC Comm. No. _____

(Type or Print Name of Notary)
My Commission Expires: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 PM 2:48