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BEN BOLLINGER
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PANAMA CITY, FLORIDA 32401

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PANAMA CITY, FL 32402

May 16, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

1 00002183491--5
-05/19/97--01140--009
****122.50 ****122.50

RE: Articles of Incorporation for
Maintenance Headquarters, Inc.

To Whom It May Concern:

I am enclosing herewith the original and one copy of
proposed Articles of Incorporation for the above-referenced new
corporation, together with a check in favor of the Department of
State in the amount of \$122.50, for the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	\$ 35.00
	\$122.50

Please file these Articles of Incorporation and return a
certified copy to me. Thank you.

Sincerely,

B. Bollinger

Ben Bollinger

BB/bm

Enclosures

MAY 22

BSB

FILED
97 MAY 19 AM 8:41
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAINTENANCE HEADQUARTERS, INC.

FILED
97 MAY 19 AM 8:41
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Maintenance Headquarters, Inc., whose principal office and mailing address is Post Office Box 9758, Panama City Beach, Florida 32417.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

All purposes as provided by current Florida law and any amendments thereto, including any emergency powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized 150 shares of \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the right to purchase his pro-rated 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 of this corporation is 9722-B Front Beach Road, Panama City Beach, Florida 32408, and the name of the initial registered agent of this corporation is James F. Schmidt.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have (3) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than one (1) Director. The name(s) and address(es) of the initial Board of Directors of the corporation is (are):

James F. Schmidt
Post Office Box 9758
Panama City Beach, FL 32417

Michael W. Usery
Post Office Box 9758
Panama City Beach, FL 32417

William J. St. Laurent
Post Office Box 9758
Panama City Beach, FL 32417

ARTICLE VIII - INCORPORATION

The names and addresses of the Incorporators signing these Articles are:

James F. Schmidt
Post Office Box 9758
Panama City Beach, FL 32417

Michael W. Usery
Post Office Box 9758
Panama City Beach, FL 32417

William J. St. Laurent
Post Office Box 9758
Panama City Beach, FL 32417

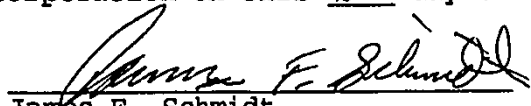
ARTICLE IX - INDEMNIFICATION

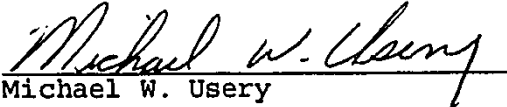
The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.


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 16th day of May, 1997.


James F. Schmidt
Incorporator and
Registered Agent


Michael W. Usery
Incorporator


William J. St. Laurent
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **JAMES F. SCHMIDT**, to me personally known or who produced DL (Florida) as identification, and to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of May, 1997.



BARBARA J. MOREAU
My Commission CC461218
Expires May, 09, 1999
Bonded by HAI
800-422-1555


NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **MICHAEL W. USERY**, to me personally known or who produced DL (Florida) as identification, and to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of May, 1997.



BARBARA J. MOREAU
My Commission CC461218
Expires May, 09, 1999
Bonded by HAI
800-422-1555


NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **WILLIAM J. ST. LAURENT** to me personally known or who produced DL (Florida) as identification, and to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of May, 1997.



BARBARA J. MOREAU
My Commission CC461218
Expires May. 09, 1999
Bonded by HAI
800-422-1555

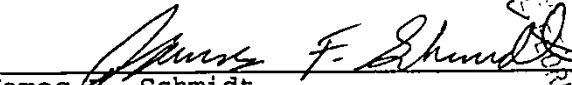
Barbara J. Moreau
NOTARY PUBLIC

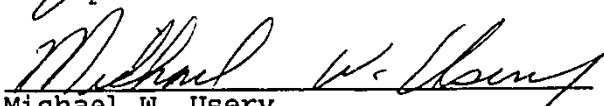
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted.

FIRST, that Maintenance Headquarters, Inc., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 9722-B Front Beach Road, Panama City Beach, Florida 32408, has named James F. Schmidt, whose address is 9722-B Front Beach Road, Panama City Beach, Florida 32408, as its agent to accept service of process within Florida.


DATED this 16th day of May, 1997.


James F. Schmidt
Incorporator


Michael W. Usery
Incorporator


William J. St. Laurent
Incorporator

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.


James F. Schmidt
Registered Agent