

P97000045940
MICHAEL WM MEAD

Attorney at Law

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24 WALTER MARTIN ROAD
FORT WALTON BEACH, FLORIDA 32549-1329
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May 19, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Mid-Bay Investments of Northwest Florida, Inc.

600002186506--2

-05/21/97--01054--015
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$122.50 which represents the following:

| | |
|------------------|----------|
| Filing fee | \$ 35.00 |
| Certified copies | 52.50 |
| Registered agent | 35.00 |

Thank you for your assistance and cooperation in this matter.

Sincerely,

MICHAEL WM MEAD

MWM/mw

Enclosures: a/s

MAY 23

BSB

FILED
MAY 21 AM 9:20
TALLAHASSEE, FLORIDA

(ltr)midbay.ltr/mw

FILED

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MID-BAY INVESTMENTS OF NORTHWEST FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.
Name

The name of this corporation is:

MID-BAY INVESTMENTS OF NORTHWEST FLORIDA, INC.

ARTICLE II.
Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.
Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.
Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is FOUR HUNDRED

ARTICLE V.
Address

The principal place of business of this corporation shall be 10 Racetrack Road N.W., Fort Walton Beach, Florida 32547, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII.
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the

ARTICLE VIII.
Officers

The names and addresses of the President, Vice-President, Secretary, and Treasurer are:

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|-----------------|--|-------------------------|
| CRAIG J. KRUSE | 10 Racetrack Road N.W. Fort Walton Beach Florida 32547 | President |
| WILLIAM M. LYON | Post Office Box 16124 Mobile, Alabama 36616 | Vice-President |
| RANDY DELCHAMPS | 600 Bel Air Boulevard Suite 131 Mobile, Alabama 36606 | Vice-President |
| MICHAEL Wm MEAD | 24 Walter Martin Road Fort Walton Beach Florida 32548 | Secretary\ Treasurer |

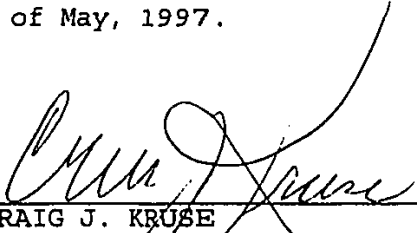
ARTICLE IX.
Subscribers


The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

| <u>Name</u> | <u>Address</u> | <u>Shares</u> |
|-----------------|--|---------------|
| CRAIG J. KRUSE | 10 Racetrack Road N.W. Fort Walton Beach Florida 32547 | 100 |
| WILLIAM M. LYON | Post Office Box 16124 Mobile, Alabama 36616 | 100 |
| RANDY DELCHAMPS | 600 Bel Air Boulevard Suite 131 Mobile, Alabama 36606 | 100 |
| MICHAEL Wm MEAD | 24 Walter Martin Road Fort Walton Beach Florida 32548 | 100 |

this State shall be: 24 Walter Martin Road, Fort Walton
Beach, Florida 32548.

IN WITNESS WHEREOF, the undersigned have hereunto executed
these presents this 15th day of May, 1997.


CRAIG J. KRUSE

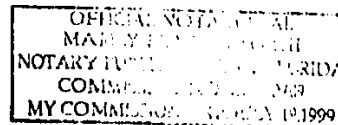

MICHAEL Wm MEAD

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by CRAIG J. KRUSE,
this 15th day of May, 1997

X who is personally known to me, or
who has produced _____
as identification.


Notary Public
My Commission Expires:

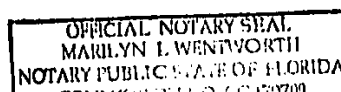


STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by MICHAEL Wm
MEAD, this 15th day of May, 1997,

X who is personally known to me, or
who has produced _____
as identification.


Notary Public
My Commission Expires:



FILED

97 MAY 21 AM 9:20

TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: MID-BAY INVESTMENTS OF NORTHWEST FLORIDA, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 10 Racetrack Road N.W., Fort Walton Beach, Florida 32548, has named MICHAEL Wm MEAD, located at 24 Walter Martin Road, Fort Walton Beach, Okaloosa County, Florida 32548, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MICHAEL Wm MEAD