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June 4, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -5 AM 11:16

FEDERAL EXPRESS

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IN RE: P & M Properties, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for *P & M Properties, Inc.*, together with a check in the amount of \$122.50 for filing. Please send me a certified copy at your earliest convenience.

Sincerely yours,

Edward E. Hedstrom /cw

Edward E. Hedstrom

EEH/cw

enclosure

RP
6-6-97

ARTICLES OF INCORPORATION
OF
P & M PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -5 AM 11:16

The undersigned natural persons, acting as incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is **P & M PROPERTIES, INC.**

ARTICLE II. PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1202 Carr Street, Palatka, Florida 32177 and the mailing address of the corporation is the same.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at One Dollar (\$1.00) per share par value.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 1202 Carr Street, Palatka, Florida 32177 and the name of its initial registered agent at that office is **RANDALL S. MATHEWS.**

ARTICLE V. INCORPORATORS

The names and street address of the incorporators to these Articles of Incorporation are:

Randall S. Mathews
1202 Carr Street
Palatka, Florida 32177

E. Walton Pellicer, II
Route 3, Box 1888
Palatka, Florida 32177

ARTICLE VI. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

This corporation shall not have a Board of Directors. All corporate matters shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned, as incorporators, have executed the foregoing Articles of Incorporation on this 4th day of June, 1997.


RANDALL S. MATHEWS

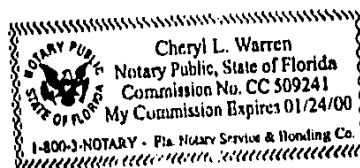

E. WALTON PELLICER, II

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared RANDALL S. MATHEWS and E. WALTON PELLICER, II to me known to be the persons described as Incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 4th day of June, 1997.


Notary Public
My Commission Expires:



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Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **P & M PROPERTIES, INC.**
2. The name of the registered agent is **RANDALL S. MATHEWS**
3. The address of the registered agent/registered office is **1202 Carr Street, Palatka, Florida 32177.**

ACCEPTANCE

Having been named as registered agent and designated to accept service of process of the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


RANDALL S. MATHEWS