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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 424061 81013A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 11, 1997

ORDER TIME : 9:13 AM

ORDER NO. : 424061-005

CUSTOMER NO: 81013A

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-06/11/97--01053--010
****122.50 ****122.50

CUSTOMER: Nancy Shimet, Legal Assistant
SMITH GRIMSLEY BAUMAN
PINKERTON PETERMAN SAXER WELLS
25 Walter Martin Road

Ft. Walton, FL 32549

DOMESTIC FILING

NAME: SUPERIOR RESOURCES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 11 AM 10:43
DIVISION OF CORPORATIONS

844 JUN 11 1997.

SMITH, GRIMSLEY, BAUMAN, PINKERTON,
PETERMANN, SAXER & WELLS

ATTORNEYS AND COUNSELORS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

25 WALTER MARTIN ROAD N.E.

P.O. BOX 2379

FORT WALTON BEACH, FLORIDA 32549

WALTER J. SMITH
JAMES W. GRIMSLEY
STEVEN B. BAUMAN
DREW S. PINKERTON*
RICHARD P. PETERMANN**
CHRISTOPHER P. SAXER
KELVIN CLYDE WELLS

TELEPHONE (904) 243-8194
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June 10, 1997

*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA AND WYOMING

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

ATTENTION: NEW FILINGS SECTION

RE: SUPERIOR RESOURCES, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above Corporation. Please file the original in your office and return one certified copy to CSC Corporation.

Enclosed herewith is check in the amount of \$122.50 covering the filing fee, one certified copy of the Articles of Incorporation, and Certificate of Designating Registered Agent.

Sincerely,



Nancy M. Shimet
Legal Assistant to
RICHARD P. PETERMANN

/nms

Enclosure

ARTICLES OF INCORPORATION
OF
SUPERIOR RESOURCES, INC.

FILED
97 JUN 11 PM 1:11
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is **SUPERIOR RESOURCES, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is P.O. Box 1009, Freeport, Florida 32439

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be VINCENT C. WILDER, 16923 State Highway 83, DeFuniak Springs, Florida 32433

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial director of this corporation and his street addresses is:

<u>NAME</u>	<u>ADDRESS</u>
Vincent C. Wilder	16923 State Highway 83 DeFuniak Springs, FL 32433

The person named as initial director shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Vincent C. Wilder	16923 State Highway 83 DeFuniak Springs, FL 32433

ARTICLE X. AMENDMENT

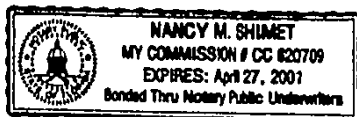
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 10 day of June, 1997.

Vincent C. Wilder
Vincent C. Wilder

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public personally appeared Vincent C. Wilder to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 10th day of June, 1997.



Nancy M. Shimet
Print Name
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Vincent C. Wilder
Vincent C. Wilder

FILED
97 JUN 11 PM 1:11
TALLAHASSEE, FLORIDA