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June 2, 1997

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JACKSONVILLE

Secretary of State
Corporate Filing Division
P. O. Box 4080
Tallahassee, Florida 32301

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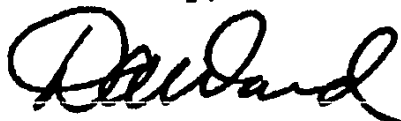
Re: Bethlehem Warehouse, Inc.

Gentlemen:

Enclosed please find the original executed Articles of Incorporation to be filed with the records of the State of Florida. Also included herewith is our firm's check in the amount of \$70.00 which represents the filing fee.

Please return a copy of the Articles as filed at your earliest convenience.

Sincerely,


(Signature applied electronically)
Douglas A. Ward

DAW/mi

JUN 18 1997 BSB

STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BETHLEHEM WAREHOUSE, INC.

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TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is:

"BETHLEHEM WAREHOUSE, INC."

SECOND: The general nature of the business or businesses to be transacted is as follows:

To transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To own, develop and lease real property.

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation.

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in or out of this state, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owning such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. (Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.)

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms the corporation's board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of the par value of One Dollar (\$1.00) each.

FOURTH: This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State of Florida.

FIFTH: The principal office of this corporation will be at 2900 Hartley Road, Jacksonville, Duval County, Florida 32257.

SIXTH: The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

SEVENTH: The name and address of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successor or successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald H. Foster, Sr.	11960 Little Creek Lane Jacksonville, FL 32223
Ronald H. Foster, Jr.	11556 Truxton Court Jacksonville, FL 32223
H. Bobby Cothren	11830 Catrakee Drive Jacksonville, FL 32223

EIGHTH: The name and address of the sole subscriber of the Articles of Incorporation is as follows:

NAME

ADDRESS

Douglas A. Ward

1301 Gulf Life Drive, Suite 1500
Jacksonville, Florida 32207

NINTH: The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is Michael A. Wodrich.

TENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any

account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 28th day of May, 1997.



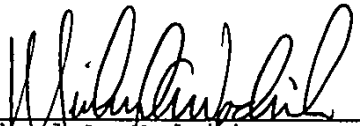
Douglas A. Ward

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That **Bethlehem Warehouse, Inc.**, a corporation duly organized and existing under the laws of the State of Florida, has named **Michael A. Wodrich** as its Registered Agent, located at 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Michael A. Wodrich

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