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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

100002220111--4
-06/23/97--01127--008
****122.50 ****122.50

SUBJECT: MEMA & COMPANY INC.
(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$122.50.

FROM: PATRICIA ARCHIBALD
NAME (PRINTED OR TYPED)
RT 1 BOX 4380
ADDRESS
PALATKA, FLORIDA 32177
CITY, STATE, & ZIP
(904) 649-4929
TELEPHONE NUMBER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 10 01 AM

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

JP 6/25/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 22 11 01 AM

**ARTICLES OF INCORPORATION
OF**

THE UNDERSIGNED, DESIRING TO ORGANIZE A CORPORATION UNDER CHAPTER 607, FLORIDA STATUTES, SET FORTH THE FOLLOWING:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE MEMA & COMPANY INC..
THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION
AND THE MAILING ADDRESS OF THE CORPORATION IS: PO BOX 82
SATSUMA, FLORIDA 32189.

ARTICLE II

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE III

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO INCLUDE THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS 500 SHARES COMMON STOCK ALL OF ONE CLASS, EACH SHARE HAVING A PAR VALUE OF \$1.00, WHICH MAY BE ISSUED FOR SUCH CONSIDERATION HAVING A VALUE OF NOT LESS THAN THE PAR VALUE OF THE SHARES ISSUED THEREFORE AS TO THE BOARD OF DIRECTORS SHALL BE DEEMED APPROPRIATE.

ARTICLE V

THE STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE IS RT 3 BOX 785 SATSUMA, FLORIDA 32189, AND THE NAME OF THE REGISTERED AGENT AT THAT OFFICE IS KERRI E. HARTHCOCK. A WRITTEN ACCEPTANCE AS REQUIRED IN SECTION 607.001, F.S. IS ATTACHED HERETO AND MADE A PART HEREOF.

ARTICLE VI

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS THREE (3), AND THE NAMES OF THE PERSONS WHO SHALL SERVE AS DIRECTORS ARE: KAYE ARCHIBALD
PATRICIA ARCHIBALD
KERRI HARTHCOCK

ARTICLE VII

THE DATE AND TIME OF THE COMMENCEMENT OF THE CORPORATE EXISTENCE SHALL BE THE DAY OF THE FILING OF THESE ARTICLES OF INCORPORATION WITH THE SECRETARY OF STATE OF THE STATE OF FLORIDA.

ARTICLE VIII

THE OFFICERS OF THIS CORPORATION SHALL CONSIST OF A PRESIDENT, SECRETARY, AND TREASURER, EACH OF WHOM SHALL BE APPOINTED BY THE BOARD OF DIRECTORS. SUCH OTHER OFFICERS AND ASSISTANTS AND AGENTS AS MAY BE DEEMED NECESSARY MAY BE ELECTED OR APPOINTED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE IX

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) OF THESE ARTICLES OF INCORPORATION IS:

PATRICIA ARCHIBALD RT 1 BOX 4380 PALATKA, FLORIDA 32177

KERRI ~~ARCHIBALD~~ RT 3 BOX 785 SATSUMA, FLORIDA 32189

NORTH COCK

THE UNDERSIGNED INCORPORATOR(S) HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 19TH DAY OF JUNE 1997.

x *Patricia Archibald*
SIGNATURE

x *Keri E. Harthcock*
SIGNATURE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97, "1100 11 2, 00

REGISTERED AGENT'S ACCEPTANCE:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS APPLICATION, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

X / Kerri E Hartman
NAME:

RT 3 BOX 785
ADDRESS

SATSUMA, FLORIDA 32189
CITY, STATE, ZIP