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JULY 17, 1997

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*****70.00 *****70.00

DEAR SIR:

PLEASE FIND ENCLOSED, ARTICLES OF INCORPORATION FOR E.H. SHIRLEY, INC., THE PHONE NUMBER IS (904) 262-0537. PLEASE FIND ALSO ENCLOSED A CHECK FOR \$70.00 FOR THE FILING FEE. I HAVE ENCLOSED AN EXTRA COPY OF THE ARTICLES OF INCORPORATION. PLEASE STAMP THEM FILED AND RETURN THEM.

SINCERELY,

Elmer H. Shirley, Jr.
ELMER H. SHIRLEY, JR.

FILED
97 JUL 18 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/18/97

ARTICLES OF INCORPORATION
OF
E.H.SHIRLEY, INC.

97 JUL 18 PM 1:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF
INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND
HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL
CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS, E.H.SHIRLEY, INC.

ARTICLE II. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. CORPORATION POWERS.

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE V. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

**ARTICLE VI. INTERNAL PRINCIPAL OFFICE, REGISTERED OFFICE AND
AGENT**

THE STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS, 3801 CROWN POINT ROAD, #2184, JACKSONVILLE, FL. 32257; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS, 3801 CROWN POINT ROAD, #2184, JACKSONVILLE, FL 32257; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS, ELMER H. SHIRLEY, JR. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THE ARTICLES IS:

ELMER H. SHIRLEY, JR.
3801 CROWN POINT ROAD, #2184
JACKSONVILLE, FL 32257

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXCISED BY OR UNDER THE AUTHORITY OF, AND BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHARE HOLDERS OF THIS CORPORATION.

ARTICLE IX. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS

ARTICLE X. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THE CORPORATION ARE:

1. ELMER H. SHIRLEY, JR.: 3801 CROWN POINT ROAD, #2184,
JACKSONVILLE, FL 32257

ARTICLE XI. INITIAL OFFICERS AND SUBSCRIBERS

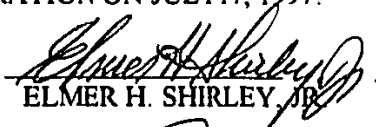
THE NAME AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: ELMER H. SHIRLEY, JR.: 3801 CROWN POINT ROAD, #2184,
JACKSONVILLE, FL 32257

ARTICLE XII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON JULY 17, 1997.


ELMER H. SHIRLEY, JR.


Miriam Junkins




Miriam Junkins
MY COMMISSION # CC03009 EXPIRES
April 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF DUVAL

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 ELMER H. SHIRLEY,
JR
TO ME KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON
WHO EXECUTED THE FOREGOING ARTICLE OF INCORPORATION
BEFORE ME THAT HE EXECUTED THE SAID ARTICLE OF INCORPORATION
FOR THE USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED
IN WITNESS WHEREOF, I HAVE HEREUNTO SET HAND AND OFFICIAL SEAL
AT JACKSONVILLE, FLORIDA, THIS 17th DAY OF July 19 97.



NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: 4-14-2001



Miriam Junkins
MY COMMISSION # CC630809 EXPIRES
April 14, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN
COMPLIANCE WITH SAID ACT;

FIRST THAT E.H. SHIRLEY, INC., DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE,
AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY
OF JACKSONVILLE, FL.,


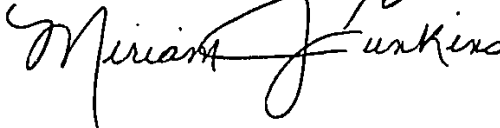
HAS NAMED: ELMER H. SHIRLEY, JR.
LOCATED AT 3801 CROWN POINT ROAD, #2184
JACKSONVILLE, FL. 32257

AS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

FILED
97 JUL 18 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

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


ELMER H. SHIRLEY, JR.

Miriam Jenkins



Miriam Jenkins
MY COMMISSION # CC638899 EXPIRES
April 14, 2001
BONDED THROUGH FARM BUREAU, INC.