

McDONALD, FLEMING, MOORHEAD & FERGUSON

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A Partnership of Professional Associations

Bruce A. McDonald

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September 3, 1997

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VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

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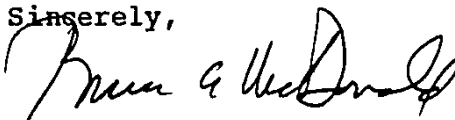
RE: McLeod Investments, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation of McLeod Investments, Inc. and Acceptance of Appointment of Registered Agent. Also, please find our check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation. Please send us back a certified copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,


Bruce A. McDonald

BAM/jbw
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 PM 1:20

29/5/97

EFFECTIVE DATE

9/2/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 PH 1:20

**ARTICLES OF INCORPORATION
OF
MCLEOD INVESTMENTS, INC.**

The undersigned acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is McLeod Investments, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of execution of these Articles.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States.

ARTICLE IV

PRINCIPAL OFFICE; MAILING ADDRESS

The principal office is located at Suite 39, Ellyson Industrial Park, 3355 Addison Drive, Pensacola, Florida 32514. The mailing address of the corporation is Suite 39, Ellyson Industrial Park, 3355 Addison Drive, Pensacola, Florida 32514.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of

\$1.00 par value common stock.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 4300 Bayou Blvd., Suite 13, Pensacola, FL 32503, and the name of this corporation's initial registered agent is Bruce A. McDonald.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2), whose names and addresses are:

Scott McLeod
32357 Bartel St.
Elberta, AL 36530


Venisa McLeod
32357 Bartel St.
Elberta, AL 36530

ARTICLE IX

INCORPORATOR(S)

The name and address of the incorporator is Bruce A. McDonald, 4300 Bayou Blvd., Suite 13, Pensacola, FL 32503.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 2nd day of
September, 1997.



Bruce A. McDonald, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -4 PM 1:20

I, Bruce A. McDonald, hereby accept the appointment as Registered Agent for McLeod Investments, Inc., 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 as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 2nd day of September, 1997.

Bruce A. McDonald
Bruce A. McDonald

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