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REAL ESTATE DEPARTMENT
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405 SOUTH JEFFERSON STREET • PENSACOLA, FLORIDA 32501

September 10, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32304

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-119/12/97--01026--006
***122.50 ***122.50


RE: AS Assets, Inc.

Dear Sir or Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the enclosed Articles and return a certified copy to me. My check in the amount of \$122.50 is enclosed to cover your fees.

Should you have any questions or need any additional information with regard to this matter, please do not hesitate to contact me.

Sincerely,


Lisa M. Novatka
Paralegal to
Edsel F. Matthews, Jr.

lmn

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 12 PM 12:55

9/15/97

EFFECTIVE DATE

9/10/97

ARTICLES OF INCORPORATION

OF

AS ASSETS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 12 PM 12:55

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME & ADDRESS

The name of this corporation is **AS Assets, Inc.** and the address of the corporation is 308 S. Jefferson Street, Pensacola, FL 32501.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 308 South Jefferson Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Edsel F. Matthews, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2) whose names and addresses are M. Alan Brock, 9 Sunset Blvd., Gulf Breeze, FL 32561 and R. Stephen Burch, 6559 Avenida De Galvez, Gulf Breeze, FL 32561.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Edsel F. Matthews, Jr., 308 Jefferson Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 10th day of September, 1997.


EDSEL F. MATTHEWS, JR.

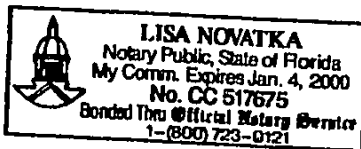
STATE OF FLORIDA
COUNTY OF ESCAMBIA

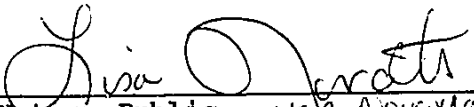
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Before me the undersigned authority in and for the said State and County personally appeared Edsel F. Matthews, Jr. to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 10th day of September, 1997.




Notary Public LISA NOVATKA
My Commission Expires: 1-4-2000

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Edsel F. Matthews, Jr., hereby accept the appointment as registered agent for AS Assets, Inc. as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 10th day of September, 1997.


Edsel F. Matthews, Jr.