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**SYFRETT LAW OFFICES, P.A.**

**ATTORNEYS AT LAW**

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CLAYTON R. SYFRETT\*

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\*ALSO ADMITTED IN ALABAMA

September 15, 1997

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-09/17/97--01054--010  
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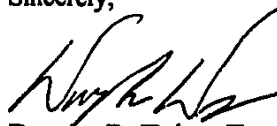
**RE: ARTICLES OF INCORPORATION FOR ABC STORAGE UNLIMITED, INC.**

Dear Sir or Madam:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check payable to the Secretary of State for \$122.50, representing the fees for filing and the cost for a certified copy. A self-addressed stamped envelope has been enclosed for your convenience in returning the certified copy to this office.

Thank you for your assistance in this matter. Please do not hesitate to contact this office at once if you have any questions or need any additional information.

Sincerely,

  
Douglas B. Dykes, Esq.

FILED  
97 SEP 17 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DBD/lab  
Enclosures



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EFFECTIVE DATE

9-15-97

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ARTICLES OF INCORPORATION  
OF  
ABC STORAGE UNLIMITED, INC.

FILED  
97 SEP 17 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ABC STORAGE UNLIMITED, INC.

EFFECTIVE DATE  
9-15-97

Article II - Address

The mailing address of the principal office of this corporation is 5 Miracle Strip Loop, Suite 16, Panama City Beach, Florida 32407.

Article III - Duration

This corporation shall exist perpetually commencing on the date of the execution and acknowledgment of these Articles.

Article IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as S-Corporation stock in accordance with a plan or plans under the applicable provisions of the Tax Reform Act of 1986.

Article VI - Preferences, Limitations and  
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

Article VII - Preemptive Rights

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

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5 Miracle Strip Loop, Suite 16, Panama City Beach, Florida 32407 and the name of the initial registered resident agent of this corporation at that address is HARVEY H. COVINGTON, JR.

Article IX - Initial Board of Directors and Officers

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are as follows: GEORGE D. CREEL, Director/President &

Vice President, 121 Sycamore Drive, Prattville, Alabama 36066;  
HARVEY H. COVINGTON, JR., Director/Secretary & Treasurer, 5  
Miracle Strip Loop, Suite 16, Panama City Beach, Florida 32407.

Article X - Incorporator

The name and address of each person signing these Articles  
is: GEORGE D. CREEL, 121 Sycamore Drive, Prattville, Alabama  
36066 & HARVEY H. COVINGTON, JR., 5 Miracle Strip Loop, Suite 16,  
Panama City Beach, Florida 32407.

Article XI - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be  
vested in the Board of Directors and the shareholders.

Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued  
to the following persons and in the amounts set opposite their  
names: GEORGE D. CREEL 500 shares  
HARVEY H. COVINGTON, JR. 500 shares  
OUTSTANDING None

Shares held by the initial shareholder listed above may not  
be resold or otherwise transferred to other persons unless such  
shares are first offered to the remaining shareholders or to this  
corporation. The price and terms at which, and the time within  
which, such shares may be offered and sold shall further be  
specified by written agreement among all of the shareholders and  
this corporation.

#### Article XIII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

#### Article XIV - Calling of Special Meetings

Special meetings of shareholders may be called by a majority of the outstanding shares.

#### Article XV - Shareholder Quorum and Voting

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

#### Article XVI - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### Article XVII - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors, shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

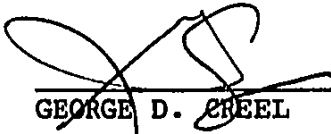
Article XIX - Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XX - Indemnification

The 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of September, 1997.

  
\_\_\_\_\_  
GEORGE D. CREEL

  
\_\_\_\_\_  
HARVEY H. COVINGTON, JR.

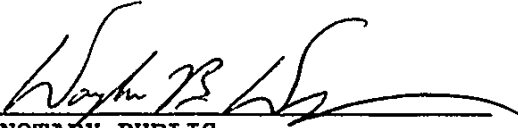
STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, a Notary Public authorized to take  
acknowledgments in the State and County set forth above,  
personally appeared GEORGE D. CREEL and HARVEY H. COVINGTON, JR.,  
known to me to be the persons who executed the foregoing Articles  
of Incorporation, and they acknowledged before me that he  
executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal in the State and County aforesaid, this 15th  
day of September, 1997.

Covington - FL.D.L. # C152-58-46-208  
Identification Produced

Creel - AL.D.L. # 3640405  
Identification Produced

  
NOTARY PUBLIC DOUGLAS B. DYKES  
My Commission CC401127  
Expires May. 08, 1999  
Printed Name  
Bonded by F&P  
805-224-6000

My Commission Expires: 5/8/99

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED  
SEP 17 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:


First, that ABC STORAGE UNLIMITED, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Panama City, State of Florida, has named HARVEY H. COVINGTON, JR. located at 5 Miracle Strip Loop, Suite 16, Panama City Beach, Florida 32407 as its agent to accept service of process within Florida.

  
HARVEY H. COVINGTON, JR.  
CORPORATE OFFICER

Title: Sec/Treas.

Date 9/15/97

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

  
HARVEY H. COVINGTON, JR.  
REGISTERED AGENT

Date 9/15/97