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THOMAS SALE, JR.
Attorney and Counsellor at Law

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October 23, 1997

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⑤ ****122.50 ****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: HARRISON & OAK, INC.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for Harrison & Oak, Inc., which we will appreciate your filing and returning a certified copy.

Also enclosed is my check in the amount of \$122.50 for the filing fee.

If anything further is needed, please call me collect at the above number. Thank you.

Very truly yours,

Thomas Sale, Jr. IK

Thomas Sale, Jr.

TSJr/km

Enclosures

FILED
97 OCT 24 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Wodeau OCT 27 1997

ARTICLES OF INCORPORATION
OF
HARRISON & OAK, INC.

FILED
97 OCT 24 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is HARRISON & OAK, INC. The principal office of the corporation is 101 Harrison Avenue, Panama City, Florida 32401, and the mailing address is P. O. Box 1120, Panama City, Florida 32402.

Article II - Nature of Business

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

Article III - Duration

This corporation shall have perpetual existence and shall commence on filing.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of common stock, each share having the par value of \$1.00.

Article V - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 101 Harrison Avenue, Panama City, Florida, and the name of the initial registered agent of this corporation at that address is John Robert Middlemas.

Article VI - Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

John Robert Middlemas
101 Harrison Avenue
Panama City, FL 32401

Tommy M. Cooley
P. O. Box 2222
Panama City, FL 32402

Emily L. Dowdy
427 Magnolia Avenue
Panama City, FL 32401

Brian L. Humboldt
P. O. Box 168
Panama City, FL 32402

Article VII - Preemptive Rights

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article VIII - Incorporators

The name and address of the person signing these Articles is:

John Robert Middlemas
101 Harrison Avenue
Panama City, FL 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
23 day of October, 1997.

 (Seal)
John Robert Middlemas

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared JOHN ROBERT MIDDLEMAS, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid this 23 day of October, 1997.


Notary Public

My Commission expires:



Official Seal
KATHY L. MORRISON
Notary Public, State of Florida
My Comm. Expires Sept. 29, 2000
No. CC387628

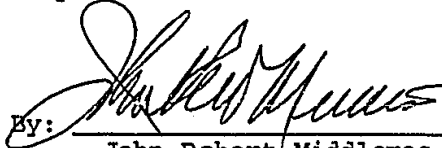
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said act:

First, HARRISON & OAK, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 101 Harrison Avenue, Panama City, Florida, 32401, has named John Robert Middlemas located at 101 Harrison Avenue, Panama City, Florida 32401 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Resident Agent for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment, state that I am familiar with, and accept the obligations provided for in the Florida Statute 607.0505.

By: 
John Robert Middlemas
Resident Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA