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WATKINS, HEVIER, & GAIDRY
Attorneys at Law

J. Ben Watkins
Jan J. Hevier
Douglas W. Gaidry

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

41 Commerce Street
Apalachicola, Florida 32320
Telephone: (904) 653-2121
Facsimile: (904) 653-9190

November 3, 1997

Secretary of State
Bureau of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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

RE: SECOND CHANCE CHARTERS, INC.

Good Morning:

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced corporation, together with Registered Agent's Certificate and our check for \$70.00 to cover:

Filing Fee	\$35.00
Certificate Designating Registered Agent	<u>\$35.00</u>
Total	\$70.00

We do not need a Certified Copy of the Articles of Incorporation at this time.

We would appreciate your kindness in helping us expedite this matter.

Sincerely,

Jan J. Hevier

JJH/dy

Enclosure

cc: File

P. Hall

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ARTICLES OF INCORPORATION

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OF

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SECOND CHANCE CHARTERS, INC.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED subscribers to these Articles of Incorporation each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

**ARTICLE I
NAME**

The name of this corporation is **SECOND CHANCE CHARTERS, INC.**

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a nominal or par value of \$1.00 per share.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI
ADDRESS

The initial post office address of this corporation in the State of Florida is:

13180 Ringneck Drive
Tallahassee, Florida 32312

The address of the office and principal place of business of the corporation is:

13180 Ringneck Drive
Tallahassee, Florida 32312

ARTICLE VII
DIRECTORS

This corporation shall have not less than one Director initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than one.

ARTICLE VIII
INITIAL DIRECTORS AND OFFICERS

The names and post office address of the First Board of Directors and Officers of this corporation are as follows:

NAME	ADDRESS	TITLE	OFFICE
Charles Shawn Oxendine	13180 Ringneck Dr. Tallahassee, FL 32312	Director	President
Christina Oxendine	13180 Ringneck Dr. Tallahassee, FL 32312		Secretary

**ARTICLE IX
SUBSCRIBERS**

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefore are as follows:

NAME -----	ADDRESS -----	NO. SHARES/AMOUNT PAID -- -----
Charles Shawn Oxendine	13180 Ringneck Dr. Tallahassee, FL 32312	100 \$100.00

**ARTICLE X
RESIDENT AGENT**

The Resident Agent is: Jan J. Hevier, Esquire
41 Commerce Street
Apalachicola, Florida 32320

**ARTICLE XI
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day of November, 1997.



CHARLES SHAWN OXENDINE

STATE OF FLORIDA

COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this 3rd day of November, 1997, by CHARLES SHAWN OXENDINE, who is personally known to me and who did take an oath.

WITNESS my hand and official seal this 3rd day of

November, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

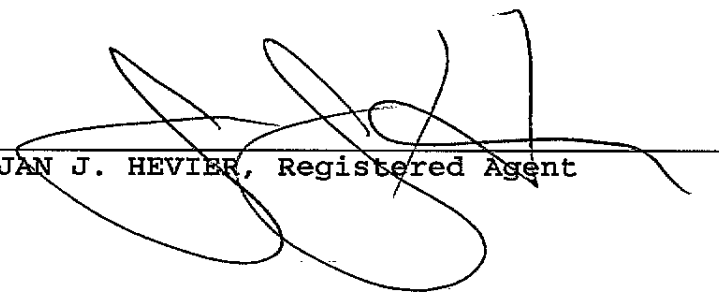
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My Commission Expires:



Jan J. Hevier
MY COMMISSION # CC500975 EXPIRES
October 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for **SECOND CHANCE CHARTERS, INC.** at registered office located at 41 Commerce Street, Apalachicola, Florida, I hereby accept such designation and agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


JAN J. HEVIER, Registered Agent