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TRANSMITTAL LETTER

November 6, 1997

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

800002345758--5
-11/13/97--01017--001
*****140.00 *****70.00

SUBJECT: Florida Inmate Transportation Inc.
Florida Inmate Housing, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for Two (2) separate Florida Corporations.

Please provide a certificate of status.

A check for \$140 is enclosed. This represents payment for:

Articles of Incorporation
Designation of and Acceptance by a Registered Agent

FROM:

Joseph T. Lander
Joseph T. Lander
Attorney at Law
109 Barber Avenue
P. O. Box 2007
Cross City, FL 32628-2007
(352) 498-3900

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 13 AM 10:06

FILED

SIGNED IN MY ABSENCE TO AVOID DELAY

*child + spoke to
J. Lander's brother. He
sd. just signed. Filed copy
of articles.*

11/17/97-TM

ARTICLES OF INCORPORATION

OF

Florida Inmate Housing Inc.

**ARTICLE I.
CORPORATE NAME.**

The name of this corporation is Florida Inmate Housing Inc..

**ARTICLE II.
PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are 602 N. Main Street, P.O. Box 650, Cross City, Florida 32628-0650.

**ARTICLE III.
CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000.

**ARTICLE IV.
INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent are Danny Herring, 602 N. Main Street, P.O. box 650, Cross City, Florida 32628-0650.

**ARTICLE V
CORPORATE POWERS.**

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the State of Florida.

**ARTICLE VI.
INCORPORATORS.**

The name and street address of the incorporator to these articles of incorporation is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Danny Herring

602 N. Main Street, P.O. Box 650

Cross City, Florida 32628-0650

Karen Herring

602 N. Main Street, P.O. Box 650

Cross City, Florida 32628-0650

**ARTICLE VII
DIRECTORS.**

Florida Inmate Housing Inc. is to be managed by a board of directors. The number of directors constituting the initial board of directors is two(2) and the name and address of the initial directors are:

Danny Herring

602 N. Main Street, P.O. Box 650

Cross City, Florida 32628-0650

Karen Herring

602 N. Main Street, P.O. Box 650

Cross City, Florida 32628-0650

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE VIII COMPENSATION.

Each member of Florida Inmate Housing Inc. shall receive a salary for the services he performs in an amount to be determined by the board of directors. In addition, the board of directors shall have the power to declare dividends on the shares of this corporation, payable out of its earnings, and any such dividend declared must be pro-rata based upon the number of shares owned by each member.

ARTICLE IX TRANSFER OF STOCK.

The shareholders of Florida Inmate Housing Inc. shall have the power, through the by-laws to regulate the transfer of shares in the corporation, either upon the admission of new shareholders or upon the death, disability or resignation of a current shareholder.

ARTICLE X BYLAWS.

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ninety (90) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

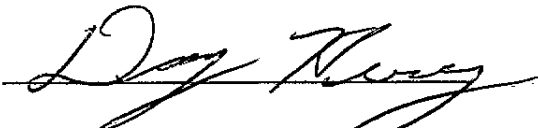
**ARTICLE XI
DISSOLUTION.**

Florida Inmate Housing Inc. may be dissolved at any time (1) by written consent of the majority of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholders.

ARTICLE XII

These articles of incorporation may be amended, altered, changed, repealed, or added to by majority vote of all shareholders and all rights conferred on stockholders herein are granted subject to this reservation.

The undersigned executed these articles of incorporation on 11/11/97
1997.


Danny Herring, Incorporator


**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Florida Inmate Housing Inc..
2. The name of the registered agent is Danny Herring.
3. The address of the registered agent/registered office is 602 N. Main Street, P.O. box 650, Cross City, Florida 32628-0650.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent 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.


Danny Herring

Date: 11/11, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA