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Joseph M. Scheyd, Jr. P.A.

ATTORNEY AT LAW
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November 18, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/20/97--01075--003
*****70.00 *****70.00

**RE: Articles of Incorporation for Paradigm Consulting
of Destin, Inc.**

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is check #1377 in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,

Tiffany Donaldson
Tiffany Donaldson
Legal Assistant for
Joseph M. Scheyd, Jr.

/tjd

Enclosures

FILED
97 NOV 20 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Dmc
11/21/97

**ARTICLES OF INCORPORATION
OF**

PARADIGM CONSULTING OF DESTIN, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Paradigm Consulting of Destin, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

608 Shore Drive
Destin, Florida 32541

The mailing address of this corporation shall be:

608 Shore Drive
Destin, Florida 32541

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Joseph M. Scheyd, Jr., 305 Main Street, Destin, Florida 32541.

ARTICLE VI - INCORPORATORS

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

Joseph M. Scheyd, Jr.
305 Main Street
Destin, Florida 32541

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) directors. The names and addresses are as follows:

Director

W. J. Barrs
#3 Old West Point Road
Salem, Alabama 36874

Director

Tom Hiles
4103 Buffington Place
Wilmington, North Carolina 28409

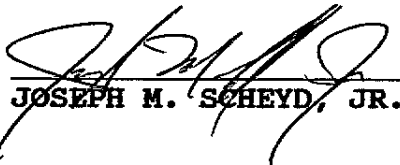
ARTICLE VIII - BY-LAWS

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

ARTICLE IX - ACTION WITHOUT A MEETING

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 18 day of November, 1997.


JOSEPH M. SCHEYD, JR.

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 18th day of November, 1997, by JOSEPH M. SCHEYD, JR., who is personally known to me or who has produced _____ as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: 5/1/99



TIFFANY DONALDSON
MY COMMISSION # CC447565 EXPIRES
May 1, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Paradigm Consulting of Destin, Inc.

2. The name of the registered agent is Joseph M. Scheyd, Jr. The address of the registered office is 305 Main Street, Destin, Florida 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 18 day of November, 1997.


JOSEPH M. SCHEYD, JR.
Registered Agent