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PLEASE REPLY TO:
Lakeland
November 20, 1997

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****122.50 ****122.50

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: United Investors Pembroke, Inc.

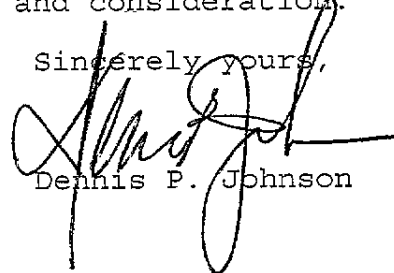
Gentlemen:

Enclosed herewith for filing please find two executed copies of Articles of Incorporation with the certificate designating resident agent attached. A check in the amount of \$122.50 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish me with a certified copy of the Articles of Incorporation and your certificate of filing same to our Lakeland office.

Thank you for your attention and consideration.

Sincerely yours,


Dennis P. Johnson

DPJ/kac
Enclosures

FILED
97 NOV 21 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-11-24-97

**ARTICLES OF INCORPORATION
OF
UNITED INVESTORS PEMBROKE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is United Investors Pembroke, Inc.

**ARTICLE II - Principal Office
and Mailing Address of the Corporation**

The address of the principal office of the corporation is 100 E. Main Street, Lakeland, Florida 33801 and its mailing address is Post Office Box 24628, Lakeland, Florida 33802.

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue ten thousand (10,000) shares of \$0.25 par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued

shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
DENNIS P. JOHNSON	100 E. Main Street, Lakeland, Florida 33801

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

The name and address of the Incorporator to these articles of incorporation are:

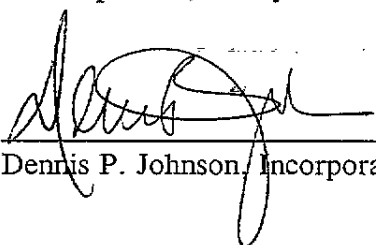
Name Address

DENNIS P. JOHNSON 100 E. Main Street, Lakeland, Florida 33801

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 100 E. Main Street, Lakeland, Florida 33801 and the name of the initial registered agent of the corporation at that address is Dennis P. Johnson.

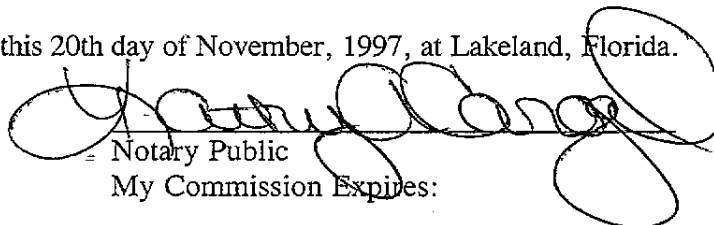
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 20 day of November, 1997.

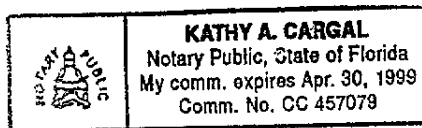
 (SEAL)
Dennis P. Johnson, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DENNIS P. JOHNSON, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal this 20th day of November, 1997, at Lakeland, Florida.


Notary Public
My Commission Expires:



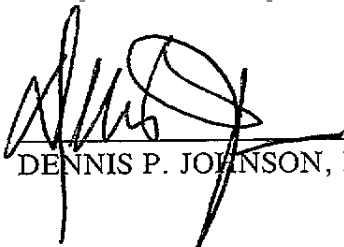
To: The Department of State
Tallahassee, Florida 32304

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

United Investors Pembroke, Inc., with its place of business at 100 E. Main Street, Lakeland, Florida 33801, has named Dennis P. Johnson, located at the same address, as its agent to accept service of process within Florida.

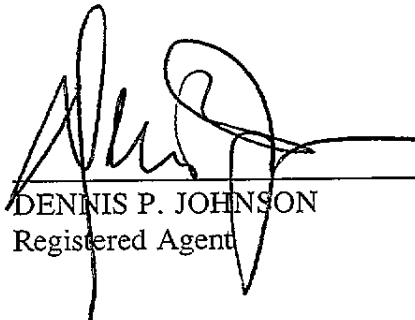
Dated: November 20, 1997.


DENNIS P. JOHNSON, Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated November 20, 1997.


DENNIS P. JOHNSON
Registered Agent