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MICHAEL A. JONES

ATTORNEY AT LAW

POST OFFICE BOX 947
912 S. PALM BOULEVARD, SUITE C
NICEVILLE, FL 32588-0947

January 16, 1998

AREA CODE 904
TELEPHONE 729-7440
FACSIMILE 729-7871

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, Florida 32301

600002404856--7
-01/20/98--01084--003
*****70.00 *****70.00

Dear Sir:

RE: HOMEBOYS OF NICEVILLE, INC.

Enclosed is the original and one copy of the Articles of Incorporation of Homeboys of Niceville, Inc. Also enclosed is Donnie Howell's check number 6250 in the amount of \$70 to cover your filing fee.

If you have any questions please contact me.

Very truly yours,


MICHAEL A. JONES

lfd
Enclosure
By Federal Express

FILED
98 JAN 20 PM 3:18
TALLAHASSEE, FLORIDA

2B 1-20-98

FILED

98 JAN 20 PM 3:18

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOMEBOYS OF NICEVILLE, INC.

Article I--Name

The name of this corporation is Homeboys of Niceville, Inc.

Article II--Duration

This corporation shall exist perpetually.

Article III--Purpose

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

Article IV--Capital Stock

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

Article V--Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI--Initial Registered Office and Agent

The principal address and initial registered office of this corporation is 915 John Sims Parkway, Niceville, Florida 32578, and the name of the initial registered agent at that address is Donnie Howell.

Article VII--Initial Board of Directors

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

<u>Name</u>	<u>Address</u>
Donnie Howell	Post Office Box 75 Niceville, Florida 32588-0075
John Edge	Post Office Box 75 Niceville, Florida 32588-0075

Article VIII--Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

Article IX--Cumulative Voting

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Article X--Management
of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XI--Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII--Incorporation


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

Donnie Howell
Post Office Box 75
Niceville, Florida 32588-0075

Article XIII--Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of January, 1998.


DONNIE HOWELL

FILED

98 JAN 20 PM 3:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

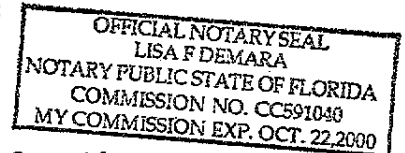
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DONNIE HOWELL, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of January, 1998.

Lisa F. Demara

LISA F. DEMARA
NOTARY PUBLIC, State of Florida
My Commission Expires:

Acceptance by Registered Agent



Having been named to accept service of process for the above-stated corporation at the place designated above, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and completed performance of my duties.

Donnie Howell
DONNIE HOWELL