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January 20, 1998

VIA UPS NEXT DAY AIR

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED DATE
1-20-98

Re: **D. W. Clark Enterprises, Inc.**

Dear Sir:

Please find enclosed the original Articles of Incorporation and one copy thereof for the above-referenced corporation. I have also enclosed my check in the amount of \$122.50. Please file the Articles; have the copy certified, and return it to our office at your earliest convenience.

Thank you for your assistance in this matter.

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-01/21/98--01106--015
****122.50 ****122.50

Sincerely,

Judy Cook

Judy Cook, Secretary to
C. Guy Bond

/jc
Enclosures - As Stated

FILED
98 JAN 21 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Don
1/23/98

**ARTICLES OF INCORPORATION
OF
D. W. CLARK ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is D. W. CLARK ENTERPRISES, INC.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of owning and managing real property, and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent of this corporation at that address is C. Guy Bond.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 1101 Blanding Boulevard, Orange Park, FL 32065.

ARTICLE VII: Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Dwight W. Clark
1211 Union Avenue, Suite 865
Memphis, TN 38104

ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is C. Guy Bond, 3010 South Third Street, Jacksonville Beach, Florida 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: Corporate Reservations. The corporation reserves the right to amend or repeal any provision 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 subscriber has executed these Articles of Incorporation this 20th day of January, 1998.

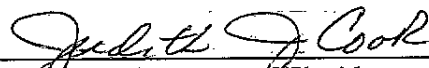
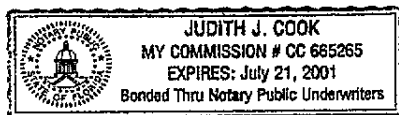


C. Guy Bond

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared C. Guy Bond, to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 20th day of January, 1998.



Notary Public, State of Florida

My Commission Expires:

HAVING BEEN NAMED to accept service of process for D.W. CLARK ENTERPRISES, INC. at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 20th day of January, 1998.



C. Guy Bond

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98 JAN 21 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA