

P980000/0233

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P O BOX 6327  
TALLAHASSEE, FL 32314

SUBJECT: MCSOUTH CORPORATION

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF  
INCORPORATION AND OUR CHECK FOR 122.50

FROM: EDWARD G. SOUTHWORTH  
P O BOX 1522  
PENSACOLA, FL 32597-1522  
1-850-572-0853

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-01/30/98--01061--003  
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98 JAN 30 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-2-2-98

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98 JAN 30 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION  
OF  
MCSOUTH CORPORATION

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:  
MCSOUTH CORPORATION

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS  
CORPORATION SHALL BE:

P O BOX 1522  
PENSACOLA, FL 32597-1522

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS  
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

ONE HUNDRED (100) SHARES

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

EDWARD G. SOUTHWORTH  
1901 W GARDEN ST.  
PENSACOLA, FL 32597-1522

ARTICLE V INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE

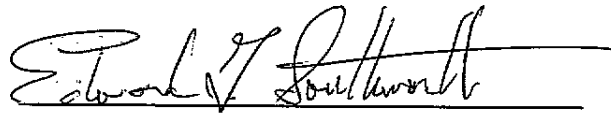
ARTICLES OF INCORPORATION IS:

EDWARD G. SOUTHWORTH - PRESIDENT/TREASURER

P O BOX 1522

PENSACOLA, FL 32597-1522

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF  
INCORPORATION THIS 28TH DAY OF JANUARY, 1998.

A handwritten signature in cursive script, reading "Edward G. Southworth", written over a horizontal line.

EDWARD G. SOUTHWORTH

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

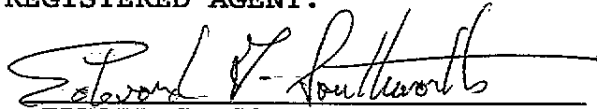
1. THE NAME OF THE CORPORATION IS MCSOUTH CORPORATION
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

EDWARD G. SOUTHWORTH

1901 W GARDEN ST.

PENSACOLA, FL 32501

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
EDWARD G. SOUTHWORTH

DATE 01/28/98

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98 JAN 30 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA