

JACK D. FLOYD & TRACY R. SMITH-FLOYD

29218 State Road 44, Eustis, FL 32736-9551

(352) 589-7616

P98000017422

January 28, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

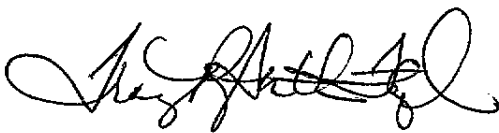
Re: **FLOYD CORPORATION**

900002417209--1
-01/30/98--01054--007
*****70.00 *****70.00

Dear Madam or Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00. Please return a filed copy at your earliest convenience.

Thank you,



Tracy R. Smith-Floyd
29218 State Road 44
Eustis, FL 32736-9551
(352) 589-7616

FILED
98 FEB 23 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-2272

m 2/24/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 2, 1998

TRACY R. SMITH-FLOYD
29218 STATE ROAD 44
EUSTIS, FL 32736-9551

SUBJECT: FLOYD CORPORATION
Ref. Number: W98000002272

We have received your document for FLOYD CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 298A00005676

ARTICLES OF INCORPORATION
OF
FEC - FLOYD ENTERPRISES CORP.

FILED
98 FEB 23 AM 7: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Corporation

The undersigned subscribers, each a natural person competent to contract, acting as incorporators for the purpose of forming a business corporation for profit under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is FEC - FLOYD ENTERPRISES CORP.

ARTICLE II

The purpose for which this Corporation is organized is to engage in and transact any and all lawful business for which corporations may be organized under the laws of the State of Florida, and to have all powers which are afforded corporations under the laws of the State of Florida.

ARTICLE III

The duration of this Corporation shall be perpetual, unless dissolved in accordance with the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock at One Dollar (\$1.00) par value. All or any part of said stock of this Corporation may be paid for wholly or in part by anything of value, including but not limited to cash, property or labor, excluding stock of other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be paid fully and nonassessable.

ARTICLES OF INCORPORATION

FEC - FLOYD ENTERPRISES CORP.

ARTICLE V

The initial street address of the principal office of this Corporation in the State of Florida is: 29218 State Road 44, Eustis, Lake County, FL 32736-9551. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United States of American as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

Pursuant to Sections 607.0501 and 607.0505, Tracy R. Smith-Floyd is named as the initial registered agent of this Corporation. By her signature on the attached Certificate of Designation, this person acknowledges her appointment and acceptance of the responsibilities as registered agent of this Corporation. The initial address of the office of the registered agent of this Corporation is 29218 State Road 44, Eustis, FL 32736-9551. Tracy R. Smith-Floyd does accept to act in this capacity and agrees to comply with the laws of the State of Florida relative to keeping open said office located at said address.

ARTICLE VII

The incorporators of this Corporation are:

Tracy R. Smith-Floyd 29218 State Road 44, Eustis, FL 32736-9551

ARTICLE VIII

This Corporation shall initially have two (2) directors. The number of directors may be decreased or increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE IX

The names and addresses of the initial Board of Directors of this Corporation are as follows:

Tracy R. Smith-Floyd 29218 State Road 44, Eustis, FL 32736-9551

Jack D. Floyd 29218 State Road 44, Eustis, FL 32736-9551

ARTICLES OF INCORPORATION

FEC - FLOYD ENTERPRISES CORP.

ARTICLE X

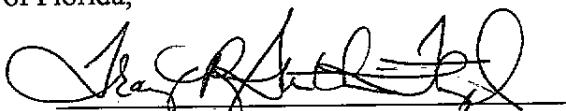
This Corporation shall have preemptive rights for all stockholders.

ARTICLE XI

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned certify that all of the facts stated in these Articles of Incorporation are true and correct and are made for the purposes stated therein in the formation of a business corporation under the laws of the State of Florida,

Dated this 19th day of February, 1998.

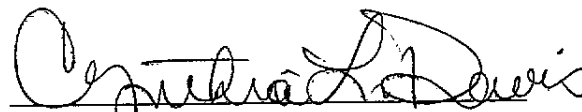

Tracy R. Smith-Floyd - Incorporator

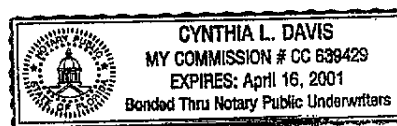
STATE OF FLORIDA

COUNTY OF LAKE

Before me, the undersigned authority, authorized to take acknowledgments in the aforementioned State and County, personally appeared Tracy R. Smith-Floyd, who is known to me and known by me to be the person who subscribed her name to this document, and acknowledged that she did so for the purposes stated therein.

In Witness Whereof, I have hereunto set my hand and affixed my official seal this 19th day of February, 1998.


Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE**

Pursuant to the provisions of Section 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 agent and registered office, in the State of Florida.

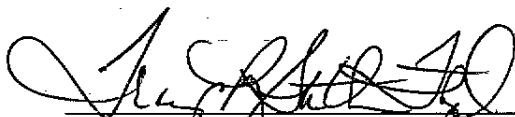
1. The name of the corporation is FEC - FLOYD ENTERPRISES CORP.
2. The name and address of the registered agent and office is:

TRACY R. SMITH-FLOYD
29218 State Road 44
Eustis, FL 32736-9551

FILED
98 FEB 23 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 obligations of my position as registered agent.

Dated February 19, 1998

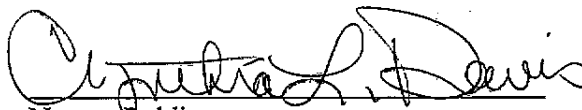

Tracy R. Smith-Floyd, Registered Agent

STATE OF FLORIDA

COUNTY OF LAKE

Before me, the undersigned authority, authorized to take acknowledgments in the aforementioned State and County, personally appeared Tracy R. Smith-Floyd, who is known to me and known by me to be the person who subscribed her name to this document, and acknowledged that she did so for the purposes stated therein.

In Witness Whereof, I have hereunto set my hand and affixed my official seal this 19th day of February, 1998.


Notary Public

