

P9800024535

MARK E. TIPPINS
Attorney at Law
4000 Park Circle #215
Birmingham, Alabama 35223
(205) 870-4343

FAX (205) 870-5019

Also admitted
in Florida

FLORIDA SECRETARY OF STATE
CORPORATIONS DIVISION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

MARCH 6, 1998

RE: Incorporation of VISIONQUEST PROPERTIES, INC.

100002450551--2
-03/09/98--01069--001
****122.50 ****122.50

To whom it may concern;

Please find enclosed herewith a set of six articles of incorporation for the proposed above named corporation. Also enclosed is a check for \$122.00 for filing fees and self addressed return mailing envelope.

If you have any questions, please call me as soon as possible. I look forward to hearing from you if necessary. Thank you very much and have a nice day.

Sincerely,

Mark E. Tippins

MARK E. TIPPINS

FILED
98 MAR 16 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-5405

mc 3/16/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1998

MARK E. TIPPINS, ESQ.
4 OFFICE PARK CIRCLE #215
BIRMINGHAM, AL 35223

SUBJECT: VISIONQUEST PROPERTIES, INC.
Ref. Number: W98000005405

We have received your document for VISIONQUEST PROPERTIES, INC. and your check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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: 098A00013208

ARTICLES OF INCORPORATION
OF
VISIONQUEST PROPERTIES, INC.

FILED

98 MAR 16 PM 3:14

The undersigned, desiring to form a corporation pursuant to the Florida General Corporation Act of the State of Florida, does hereby make and file these Articles of Incorporation as follows:

I.

The name of the Corporation shall be VISIONQUEST PROPERTIES, INC.

II.

The location of the principal office of the Corporation shall be SUITE 220, ONE CHASE CORPORATE CENTER DRIVE, BIRMINGHAM, ALABAMA 35244.

III.

The nature of the business and the object and the purposes for which this Corporation is formed are and include, as fully and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on Corporations under and by virtue of the Laws of the State of Florida the following:

- a. To provide real estate services.
- b. To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Florida.
- c. To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease, sell, assign, exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Florida, and in any part of the world.
- d. For any of the purposes of the Corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.
- e. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.
- f. To purchase, insofar as the same may be done without impairing capital of the Corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

g. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in the company of others.

h. In general, to carry on any other business in connection therewith and to do all things not forbidden by the Laws of the State of Florida and with all the powers conferred upon corporations by the Laws of the State of Florida. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article III for these Articles of Incorporation shall, except where otherwise specified, be no wise limited or restricted Articles, but that the objects, purposes and powers specified in this Article and in each of the Articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes, and powers and shall not be construed to restrict, in any manner, the general powers and terms of this Corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

IV.

The amount of the total authorized capital of this Corporation shall be \$1,000.00, divided into 1,000 shares of common stock of the par value of \$1.00. The total capital with which the Corporation shall begin business shall be \$1,000.00.

V.

The name and postal address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock is HOWARD SMITH whose address is P.O. BOX 2126 Muscle Shoals, Alabama 35662.

VI.

The name of the registered agent for service of process is WILLIAM EARL HORNE, JR. ATTORNEY AT LAW. The address of the principal office, the registered agent's office and the registered office of the Corporation is 1100 N. MAIN STREET JACKSONVILLE, FLORIDA 32206.

VII.

The name and address of the initial shareholders are as follows:

SHAREHOLDERS	ADDRESS	SHARES
JAMIWORLD, S.A.		500
SUITE 220		
1 CHASE CORPORATE CENTER DRIVE		
BIRMINGHAM, ALABAMA 35244		
CLIFTON INTERNATIONAL SERVICES, S.A.		500
P.O. BOX 2126		
MUSCLE SHOALS, ALABAMA 35662		

VIII.

The name and address of the incorporator is as follows:

INCORPORATOR ADDRESS

HOWARD SMITH P.O. BOX 2126 MUSCLE SHOALS, ALABAMA 35662.

IX.

The duration of the Corporation shall be perpetual.

X.

The initial Board of Directors shall consist of two directors. The names and address of the directors chosen for the first year are as follows:

HOWARD SMITH	P.O. BOX 2126 MUSCLE SHOALS, ALABAMA 35662.
J. MICHAEL HANKS	1 CHASE CORPORATE CENTER DRIVE #220 BIRMINGHAM, AL. 35244

XI.

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

XII.

The power to manage and control the Corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the Corporation.

XIII.

No contract or other transaction between the Corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this Corporation, and no contract, act or transaction of this Corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this Corporation is a party to or interested in said contract.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles of Incorporation and does certify that the facts herein stated are true and have, accordingly, hereunto set his hand and seal on the date set opposite his name.

DATE: MARCH 5 1998.

Howard Smith

HOWARD SMITH : Incorporator

STATE OF ALABAMA
COLBERT COUNTY

I, Margaret B. Vickers, the undersigned, a Notary Public, in and for said County in said State, hereby certify that HOWARD SMITH, whose name is signed to the foregoing Articles of Incorporation of VISIONQUEST PROPERTIES, INC., who is known to me to be the party to same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the day the same bears date, and said Articles of Incorporation is the act and deed of the signer and the facts stated therein are true.

GIVEN under my hand and seal of office on this the 5th day of MARCH 1998.

Margaret B. Vickers
NOTARY PUBLIC:

MY COMMISSION EXPIRES: 3/11/99

**CERTIFICATE OF DESIGNATION OF
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/registered agent, in the state of Florida.

1. The name of the corporation is: VISIONQUEST PROPERTIES, INC.

2. The name and address of the registered agent and office is: William Earl Horne, Jr.
1100 N. MAIN STREET JACKSONVILLE, FLORIDA 32206

(Name)

(P.O. Box NOT acceptable)

(City/State/Zip)

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.

SIGNATURE

William Earl Horne, Jr.

WILLIAM EARL HORNE, JR. ATTORNEY

DATE 3-13-1998

Letter # 098A00013208

FILED
98 MAR 16 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314