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April 13, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002490922--6
-04/16/98--01031--003
*****70.00 *****70.00

Re: Corporate Filing

Dear Sir or Madam:

Enclosed please find an original and a copy of Articles of Incorporation for Larry Thomas & Co., along with a check for \$70.00 and a self-addressed stamped envelope. Please file and handle accordingly.

Thank you for your attention to this matter.

Sincerely,

Michael E. Morris
MICHAEL E. MORRIS

MEM/mkl

Encl.

*Called Mr. Morris
gave authorization by
phone to add the
suffix. Dmc
4/17/98*

FILED
98 APR 16 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LARRY THOMAS & CO., INC.**

FILED
98 APR 16 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is LARRY THOMAS & CO., INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 6406 Meadow Field Circle, Pensacola, Florida 32526.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of the Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 6406 Meadow Field Circle, Pensacola, Florida 32526. The initial registered agent for the Corporation at that address is JAMES L. THOMAS.


ARTICLE VI

The name and street address of the person signing these articles of incorporation is JAMES L. THOMAS, 6406 Meadow Field Circle, Pensacola, Florida 32526.

ARTICLE VII

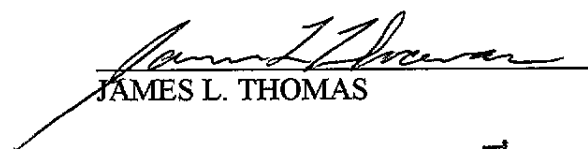
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 9 day of April, 1998.


JAMES L. THOMAS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LARRY THOMAS & CO., ^{INC.} at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3)


JAMES L. THOMAS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA