

EMMANUEL, SHEPPARD & CONDON

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May 6, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: First City Investments and Acquisitions, Inc.

Gentlemen:

Enclosed please find original and one copy of Articles of Corporation of First City Investments and Acquisitions, Inc. A check in the sum of \$122.50 is enclosed to cover the following costs:

| | |
|----------------------|--------------|
| Filing Fee | \$ 35.00 |
| Certified Copy Fee | 52.50 |
| Registered Agent Fee | <u>35.00</u> |
| total | \$122.50 |

If you have any questions, please give me a call.

Sincerely yours,

Gerald L. Brown

GLB:las

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 3:05

RP
051198

ARTICLES OF INCORPORATION

OF

FIRST CITY INVESTMENTS AND ACQUISITIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -8 PM 3:05

ARTICLE ONE - NAME

The name of the corporation is FIRST CITY INVESTMENTS AND ACQUISITIONS, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 601 S. Palafox Street, Pensacola, Florida 32501 with a mailing address of 601 S. Palafox Street, Pensacola, Florida 32501 and the name of the initial registered agent of this corporation at that address is John S. Carr.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time

to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| John S. Carr | 601 S. Palafox Street Pensacola, Florida 32501 |
| Eric J. Nickelsen | 601 S. Palafox Street Pensacola, Florida 32501 |

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Articles is John S. Carr, 601 S. Palafox Street, Pensacola, Florida 32501.

ARTICLE EIGHT - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE NINE - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

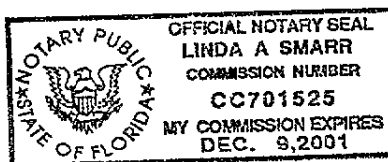
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 6th day of May, 1998.

John S. Carr
John S. Carr, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 6th day of May, 1998 by John S. Carr, who is personally known to me and who did not take an oath.

Linda A. Smarr (SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FIRST CITY INVESTMENTS AND ACQUISITIONS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that FIRST CITY INVESTMENTS AND ACQUISITIONS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Pensacola, County of Escambia, State of Florida has named John S. Carr located at 601 S. Palafox Street, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



John S. Carr, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 3:05