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May 27, 1998

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

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****122.50 ****122.50

Gentlemen:

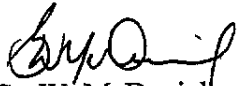
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Enclosed is the Articles of Incorporation of Merrick Construction Services, Inc. along with a check in the amount of \$122.50 covering the various fees as follows:

\$35.00	-	Filing Fee
35.00	-	Registered Agent Designation
<u>52.50</u>	-	Certified Copy of Articles
<u>\$122.50</u>	-	Total

Please advise me as soon as possible of the charter number and return a certified copy of the articles.

Sincerely,


G. W. McDaniel
Vice President & CFO
10 Arthur Dr
Lynn Haven, FL
32444

GWM/edj

Enclosures

FILED
98 MAY 29 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB JUN 2 1998

ARTICLES OF INCORPORATION
OF
MERRICK CONSTRUCTION SERVICES, INC.

FILED
98 MAY 29 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida

ARTICLE I

NAME

The name of this Corporation shall be:

Merrick Construction Services, Inc.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue one thousand (1,000) shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the principle office and of the initial registered office of this Corporation in the State of Florida shall be:

10 Arthur Drive
Lynn Haven, FL 32444

The name of the initial registered agent of this Corporation at that address shall be:

Grady W. McDaniel

ARTICLE VI

BOARD OF DIRECTORS

The powers of Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESS

The names and street addresses of the members of the first Board of Directors who shall hold offices until their successors have been duly elected or appointed and have qualified are as follows:

Joseph K. Tannehill
3060 30th Court
Panama City, FL 32405

Patricia S. Tannehill
3060 30th Court
Panama City, FL 32405

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

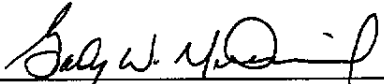
<u>Name</u>	<u>Address</u>
Grady W. McDaniel	10 Arthur Drive, Lynn Haven, FL 32444

ARTICLE IX
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Lynn Haven, Florida, for the uses and purposes aforesaid, this 27th day of May, 1998.



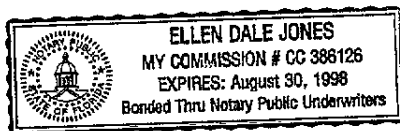
Incorporator

STATE OF FLORIDA

COUNTY OF BAY

Before me personally appeared Grady W. McDaniel, to me well know to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal at Lynn Haven, Florida this 27th day of May, 1998.



Ellen Dale Jones

NOTARY PUBLIC, State of Florida

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

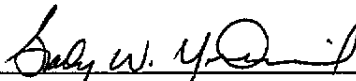
OF

MERRICK CONSTRUCTION SERVICES, INC.

FILED
98 MAY 29 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, Merrick Construction Services, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 10 Arthur Drive, Lynn Haven, Florida 32444, has named Grady W. McDaniel located thereat as its registered agent to accept service of process within this state.

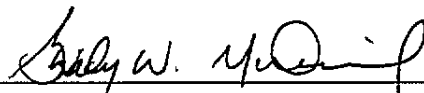
By:



Grady W. McDaniel
Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:



Grady W. McDaniel
Resident Agent