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Charles D. Cross
441 Woodbine Dr.
Pensacola, FL 32503

08-31-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -2 AM 8:56

Dear Ms. Register

after talking with you on
Monday morning, I am sending
the following requested information
to register as a corporation in
the state of FL.

If you need anything additional
please call me at 850-433-2894.

Thank you for your courtesy on
the telephone.

Sincerely
Denny Cross

Dan Cross

AUTOMATICALLY
CORRECT R/A Acceptance
DATE 9/20/98
DOC. EXAM Donna Brown

BROWN SEP - 22 1998

ARTICLES OF INCORPORATION
OF
DUNCAN FIDELITY INVESTMENTS, INC.

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The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Florida Business Corporations Act, adopts the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is DUNCAN FIDELITY INVESTMENTS, INC.

SECOND. The period of its duration is perpetual.

THIRD. The purposes for which the corporation is organized are as follows:

- (a) To engage in the general business of providing capital to closely held businesses or acquiring stock in closely held businesses.
- (b) To acquire, own, hold, manage and control real and personal property of every description, and to sell and convey, mortgage, pledge, lease or otherwise dispose of such property or any part thereof.
- (c) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or incidental to the protection or benefit of the corporation and to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporations Act.

FOURTH. The aggregate number of shares for which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock, such shares to be without par value.

FIFTH. The stockholders shall have the preemptive right to acquire additional or treasury shares of the corporation.

SIXTH. Provisions for the regulation of the internal affairs of the corporation shall be set forth in the By-Laws. The shareholders of the corporation are authorized to take any action required of them without a meeting, if a consent in writing setting forth the action so taken shall be signed by all shareholders entitled to vote with respect to such matter. The Board of Directors is authorized to take any action required of it without a meeting through the vote of a majority of its members, if either before or after such action is taken all members of the Board sign and file with the Secretary for inclusion in the corporate minute book a memorandum showing that each member of the Board consented to the Board acting informally in respect to such matter and also showing the names of the directors who approved that action taken and the names of the directors who opposed the action taken.

SEVENTH. The address of the initial registered office of the corporation is 441 Woodbine Drive, Pensacola, Florida 32503, and the name of its initial registered agent at such address is Dan Cross. The principal place of business is the same as the registered office.

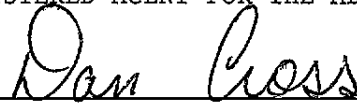
EIGHTH. The number of directors constituting the initial Board of Directors of the corporation is one. No contract entered into by this corporation shall be invalid or unenforceable because of the interest of any director in the contract, either directly or indirectly.

NINTH. The name and address of the incorporator is
as follows:

Dan Cross
441 Woodbine Drive
Pensacola, Florida 32503

DATED this 28th day of August, 1998.

I UNDERSTAND AND ACCEPT THE DUTIES AS
REGISTERED AGENT FOR THE ABOVE CORPORATION.



Dan Cross

INCORPORATOR / REGISTERED AGENT

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