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CHRIS CADENHEAD
ATTORNEY AT LAW

420 East Pine Avenue
Crestview, Florida 32539
Phone (850) 682-6164
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Reply to: P.O. Box 727
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Acclaim Corporate Plaza
Suite C-137
155 Crystal Beach Drive
Destin, Florida 32541
Phone (850) 837-5509
Facsimile (850) 650-4556

September 10, 1998

Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

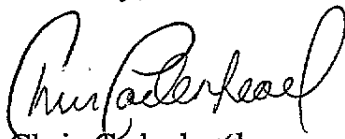
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RE: CHRIS CADENHEAD, P.A.

Find enclosed herewith an original and photocopy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents fees necessary for this filing.

Please file the original of the enclosed Articles and return a certified copy to the undersigned.

Sincerely,


Chris Cadenhead

/ms
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
CHRIS CADENHEAD, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name. The name of the corporation is CHRIS CADENHEAD, P.A.

ARTICLE II - Purpose. Corporate Purpose and Powers. This corporation is formed as a professional association for Attorney at Law; to provide legal services and legal education.

ARTICLE III - Capital Stock The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE IV. Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V. Duration. The corporation shall have perpetual existence.

ARTICLE VI - Principal Office The street address of the principal office of this corporation in this state is 420 East Pine Avenue, Crestview, Florida 32539, and the mailing address is P.O. Box 727, Crestview, Florida 32536. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - Registered Office and Registered Agent. The street address of the initial registered office of this corporation in this state is 420 East Pine Avenue, Crestview, FL 32539, and the mailing address is P.O. Box 727, Crestview, FL 32536. The name of the corporation's initial registered agent at that address shall be Chris Cadenhead.

ARTICLE VIII - Board of Directors - The corporation shall have one director, initially. The name and address of the person who is to serve as the member thereof is:
Chris Cadenhead
420 East Pine Avenue
Crestview, FL 32539

The number of directors may be increased or diminished from time to time pursuant to by-laws adopted by the stockholders.

ARTICLE IX - Subscriber. The name and address of the subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take is as follows:

Chris Cadenhead
420 East Pine Avenue
Crestview, FL 32539

500 shares

ARTICLE X - By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE XI - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XII - Dissolution. The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned subscriber of this corporation, has executed these articles of incorporation at Crestview, Florida on the 14th day of September, 1998.



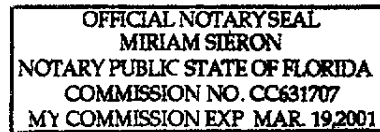
Chris Cadenhead
420 East Pine Avenue
Crestview, FL 32539
(904) 682-0331
Florida Bar No. 368547
Attorney/Subscriber

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CHRIS CADENHEAD, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 14th day of September, 1998.

Miriam Sieron
NOTARY PUBLIC
My Commission Expires:



FILED
98 SEP 21 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for CHRIS CADENHEAD, P.A., at the registered office located at 420 East Pine Avenue, Crest view, FL 32539, I hereby accept such designation and agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Chris Cadenhead
Chris Cadenhead
Registered Agent