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MCDONALD, FLEMING, MOORHEAD & FERGUSON

ATTORNEYS AT LAW

MICHAEL L. FERGUSON

ATTORNEY

BRIGADIER GENERAL

U.S. ARMY (RETIRED)

ALSO ADMITTED IN DISTRICT OF COLUMBIA

4300 BAYOU BOULEVARD, SUITES 12 & 13

PENSACOLA, FLORIDA 32503

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

TELEPHONE (850) 477-0660

TELECOPIER (850) 477-4510

October 8, 1998

BY FEDERAL EXPRESS

State of Florida

Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32301

300002660423--8
-10/09/98-01057-006
****122.50 *****78.75

Re: Thompson Enterprises, Inc.

EFFECTIVE DATE
10-8-1998

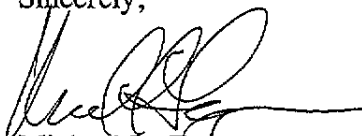
Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Please file these Articles and return a stamped copy to me for my file. Our firm check for \$122.50 is enclosed for your filing fee.

If you have any questions, please feel free to call me.

Sincerely,


Michael L. Ferguson

MLF/sew

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 AM 8:47

B. BROCK OCT 12 1998

**ARTICLES OF INCORPORATION
OF
THOMPSON ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -9 AM 8:47

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS **EFFECTIVE DATE**
10-8-98

The name of this corporation is Thompson Enterprises, Inc. The principal office/mailling address of the corporation is 3500 Dewey Rose Lane, Cantonment, Florida 32533.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is: any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida is 4300 Bayou Boulevard, Suites 12 & 13, Pensacola, Florida 32503. The name of the initial registered agent for the corporation at that address is Michael L. Ferguson.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than (1).

The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Preston Thompson	3500 Dewey Rose Lane Cantonment, Florida 32533
Connie Thompson	3500 Dewey Rose Lane Cantonment, Florida 32533

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Preston Thompson	3500 Dewey Rose Lane Cantonment, Florida 32533

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 8th day of October, 1998.



PRESTON THOMPSON

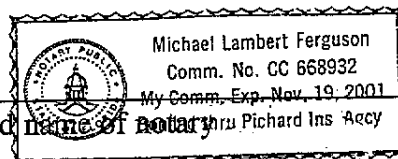
STATE OF FLORIDA

COUNTY OF ESCAMBLA

BEFORE ME, the undersigned authority, personally appeared PRESTON THOMPSON, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who is personally known to me ~~or who produced~~ _____ as identification, and who acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.


WITNESS my hand and official seal in the County and State last aforesaid this 8th day of October, 1998.


NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Thompson Enterprises, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in the Florida Statutes relative to the acceptance of such position.



MICHAEL L. FERGUSON

