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LEONARD ALTERMAN

ATTORNEY AT LAW

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October 12, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

Re: PROBITY, INC.

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Incorporation and Designation of Registered Agent of PROBITY, INC. Also enclosed is a check in the amount of \$122.50 as payment for the following amounts:

\$35.00 - Filing Fee	700002685497-3
52.50 - Certified Copy	-10/16/98-01061-004
35.00 - Resident Agent Designation	****122.50 *****78.75

I would appreciate your returning the certified copy to me at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

*Leonard Alterman*

Leonard Alterman

LA/bjw

Enclosures

cc: Larry Blue w/ Enclosure  
Aundre Hannon w/ Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
PROBITY, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned for the purpose of organizing and incorporating a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be PROBITY, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at: 8109 Arlington Expressway, Jacksonville, Florida 32225.

ARTICLE III

DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence with the filing of these Articles of Incorporation by the Department of State.

#### ARTICLE IV

##### GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

#### ARTICLE V

##### CAPITAL STOCK

The corporation shall have the authority to issue two classes of stock. It shall have the authority to issue 7500 shares of common stock, of which 3,750 shares shall be Class A voting stock and 3,750 shares shall be Class B non-voting stock, each of which shall have a par value of \$1.00. Each shareholder shall have preemptive right.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent for service of process within the state of Florida at such address are:

Registered Agent:	Leonard Alterman
Address:	9116 Cypress Green Drive, #207 Jacksonville, FL 32256

#### ARTICLE VII

##### DIRECTORS

The corporation shall have not less than one and not more than

five directors. 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 the law or by the by-laws but shall never be less than one.

#### ARTICLE VIII

##### INITIAL DIRECTORS

The name and address of the initial directors of the corporation are as follows:

AUNDRE HANNON  
1220 Rockford Lane  
Jacksonville, Florida 32225

LARRY BLUE  
2110 Cypress Court  
Callahan, Florida 32011

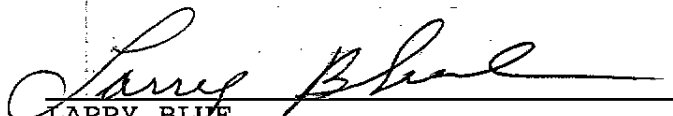
#### ARTICLE IX

##### INCORPORATORS

The name and address of the incorporator is as follows:

LARRY BLUE  
2110 Cypress Court  
Callahan, Florida 32011

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this the 9th day of October, 1998.

  
LARRY BLUE

STATE OF FLORIDA       )  
                              )   SS:  
COUNTY OF DUVAL       )

On this day, before me, an officer duly authorized by law to take oaths and acknowledgments, personally appeared LARRY BLUE, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation; and he acknowledged to and before me that he executed the same for the purposes therein expressed and produced as identification Florida Driver's license # 12400-520-97-340-0 and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, on this the 9th day of October, 1998.

Leonard M. Alterman  
Notary Public  
State of Florida at Large  
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Leonard M. Alterman  
MY COMMISSION # CC513459 EXPIRES  
December 18, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

Leonard Alterman  
Leonard Alterman  
Date October 9, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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