

KOVACHIK, D.

ATTORNEY AT LAW

Please Reply to Lakeland

VIA OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

900002670589--8

-10/22/98--01105--009

****122.50 ****78.75

Re: **Holley Barber Investments, Inc.**

If you have any questions or need any additional information to effectuate this service, please phone my office.

MATTHEW J. KOYSCHAK, P.A.

Matthew J. Kovichak

MJK/jh
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAKELAND
3526 South Florida Avenue
Lakeland, Florida 33803
(941) 619-7777
Fax (941) 619-3728

BARTOW
Fort Blount, Suite 101
343 West Davidson Street
Post Office Box 989
Bartow, Florida 33831
(941) 534-3173
Fax (941) 533-4633

ARTICLES OF INCORPORATION
HOLLEY-BARBER INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First. The name of the Corporation is:

HOLLEY-BARBER INVESTMENTS, INC.

Second. The address of the Corporation's registered office is **1025 U.S. Highway 98, South, Lakeland, Florida 33801**. The name of its registered agent at such address is **Mr. Michael R. Holley**. Mr. Holley accepts his designation as Registered Agent of Holley-Barber Investments, Inc.

Third. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

Fourth. The Corporation shall have authority to issue 100 shares of common stock having a par value of Ten Dollars and No/100 (\$10.00) per share.

Fifth. The name and mailing address of the incorporator is

Michael R. Holley
1025 U.S. Highway 98, South
Lakeland, Florida 33801

Sixth. Election of directors need not be by written ballot.

Seventh. The Board of Directors is authorized to adopt, amend or repeal the By-Laws of the Corporation.

Eighth. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, incorporator, employee or agent of the Corporation, or is or was serving

at the request of the Corporation as a director, officer, incorporator, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise (including an employee benefit plan), shall be entitled to be indemnified by the Corporation to the full extent then permitted by law against expenses (including attorney fees), judgments, fines (including excise taxes assessed a person with respect to an employee benefit plan) and amounts paid in settlement incurred by him in connection with such action, suit or proceeding. Such right of indemnification shall inure whether or not the claim asserted is based on matters which that the adoption of this Article.

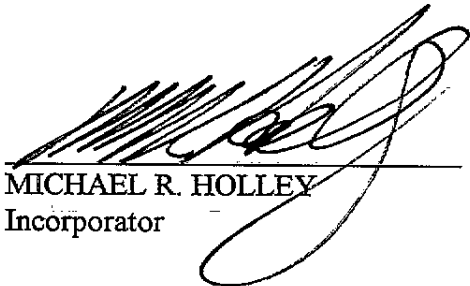
Ninth. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

Tenth. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within Florida may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of the Florida Business Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation, order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation, as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which

the said application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

Eleventh. No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

I, Michael R. Holley, being the sole incorporator hereinabove named, for the purpose of forming a Corporation pursuant to the Corporation Law of the State of Florida, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true and accordingly have hereunto set my hand this 1st day of October, 1998.


MICHAEL R. HOLLEY
Incorporator

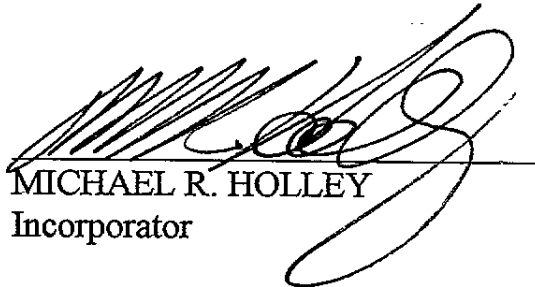
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

VERIFICATION

STATE OF FLORIDA

COUNTY OF POLK

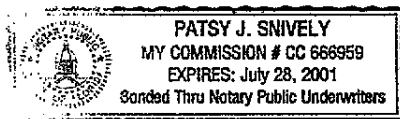
I, Michael R. Holley., hereby declare under penalty of perjury under the laws of the State of Florida that the information contained in the foregoing Articles of Incorporation are true and correct.

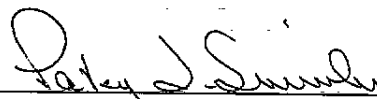

MICHAEL R. HOLLEY
Incorporator

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me, this 1st day of October, 1998. He is personally known to me.




Printed Name: Patsy J. Snively
(commission number and expiration date)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA