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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 11:22

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November 17, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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ATT: Doris Brown/Document Specialist

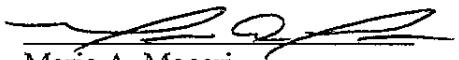
RE: LynnSouth Incorporated

Dear Ms. Brown,

Enclosed please find the original and a copy of the Letters of Incorporation for LynnSouth Incorporated. I apologize for the error on the first documents that we forwarded to you, and thank you for your help in correcting this matter. Hopefully this time the documents are correct and there will be no further delay in their filing.

If you need any further information please feel free to contact me at the above phone number.

Sincerely,


Marie A. Mocer
Paralegal to E. Clayton Yates

Enclosures

789,2557,611,2551,2550
W98-25294

D. BROWN NOV 19 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 9, 1998

E. CLAYTON YATES, ESQ.
POST OFFICE BOX 3657
FORT PIERCE, FL 34948-3657

SUBJECT: LYNN SOUTH INCORPORATED
Ref. Number: W98000025294

We have received your document for LYNN SOUTH INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 398A00054335

**ARTICLES OF INCORPORATION
OF
LYNNSOUTH INCORPORATED**

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is LynnSouth Incorporated.

ARTICLE II - DURATION

The period of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any or all lawful business, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purpose, and to do all other things incidental to them or connected with them that are not forbidden by the Florida Corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock of the Corporation shall be 100 shares of capital stock, each having a par value of One Dollar (\$1.00) for a total authorized capitalization of One Hundred Dollars (\$100.00). Each of such shares shall be entitled to One (1) vote and no other classes of stock are authorized.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street number of the initial registered office of this Corporation is 701 Beach Court, Ft. Pierce, Florida, 34950, and the name of the initial registered agent is Lynn Bicht. The Principal office address is the same as that of the Registered office.

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be more than ten (10). The initial Director is: Lynn Bicht who has the same address as the Registered office as stated above in Article V.

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ARTICLE VII - STOCKHOLDERS

Lynn Bicht is a One Hundred Percent (100 %) stockholder in LynnSouth Incorporated.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows: Lynn Bicht, 701 Beach Court, Ft. Pierce, Florida, 34950.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation this 17th day of November, 1998.

I, LYNN BICHT, hereby am familiar with and accept the duties and responsibilities as Registered Agent.

11/17/98
DATE



INCORPORATOR & REGISTERED AGENT / LYNN BICHT