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ACCOUNT #: FCA000000015

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TYPE OF FILING:

ARTICLES OF INCORPORATION

~~400002696116-3~~

CORPORATE NAME:

CFH ACQUISITION COMPANY, INC. 600002696116-3

SPECIAL INSTRUCTIONS:

**Please return certified copy

COST: \$ 78.75

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
CFH Acquisition Company, Inc.

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ARTICLE I

Name

The name of the corporation is CFH Acquisition Company, Inc.

ARTICLE II

Principal Office

The street address of the initial principal office of the corporation is 7130 Goodlett Farms Parkway Memphis, Tennessee 38018.

ARTICLE III

Capital Stock

The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is one thousand (1,000) shares of common stock, \$1.00 par value per share.

ARTICLE IV

Initial Registered Office and Agent

The name of the initial registered agent of the corporation is Union Planters Bank, National Association and the street address of the initial registered office of the corporation in the State of Florida is 1221 Brickell Avenue 12th Floor Miami, Florida 33131.

The written acceptance of the said initial registered agent, as required by the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V

Initial Board of Directors

The initial Board of Directors shall consist of three members whose names and address are as follows:

Jackson W. Moore
7130 Goodlett Farms Parkway
Memphis, TN 38018

M. Kirk Walters
7130 Goodlett Farms Parkway
Memphis, TN 38018

John E. Bennet
7130 Goodlett Farms Parkway
Memphis TN, 3801

ARTICLE VI

Shareholder Action by Less Than Unanimous Written Consent

Action required or permitted to be taken at a meeting of shareholders may be taken without a meeting if the action is taken by persons who would be entitled to vote at a meeting having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted. Any action by shareholders without a meeting must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the corporation for inclusion in the minutes or filing with the corporate records. The corporation shall give written notice of actions taken as required by the Florida Business Corporation Act.

ARTICLE VII

Incorporator

The name and address of the incorporator are as follows:

M. Kirk Walters
Union Planters Corporation
7130 Goodlett Farms Parkway
Memphis, TN 38018

THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, does make these Articles, 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 23rd day of November, 1998.

M. Kirk Walters

M. Kirk Walters

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named as registered agent and to receive service of process for the above stated corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Union Planters Bank, National Association

Dated: November 23, 1998

By: Timothy E. Kish
Name: Timothy E. Kish
Title: Executive Vice President and
General Counsel, Florida Region

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