

P98000102238



ACCOUNT NO. : 072100000032

REFERENCE : 053883 137473A

AUTHORIZATION : *Patricia Piguit*

COST LIMIT : \$ 70.00

ORDER DATE : December 7, 1998

ORDER TIME : 5:02 PM

ORDER NO. : 053883-005

800002704188--0

CUSTOMER NO: 137473A

CUSTOMER: Kathryn M. Lynch, Legal Asst
HALL & RUNNELS
HALL & RUNNELS
36468 Emerald Coast Parkway
#2201
Destin, FL 32541

DOMESTIC FILING

NAME: SOUTHERN BUSINESS ASSOCIATES,
INC..

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

625

W98-27234

EXAMINER'S INITIALS:

g 12/8/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 PM 4:43

98 DEC -7 AM 8:59
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 7, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SOUTHERN BUSINESS ASSOCIATES, INC.
Ref. Number: W98000027234

RESUBMIT

Please give original
submission date as file date.

We have received your document for SOUTHERN BUSINESS ASSOCIATES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 498A00057630

FILED
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

SOUTHERN BUSINESS ASSOCIATES, INC.

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DIVISION OF CORPORATIONS
98 DEC -7 PM 4:43

The undersigned subscribers to these Articles of Incorporation, being natural person, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is SOUTHERN BUSINESS ASSOCIATES, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on 7 December, 1998.

ARTICLE III - PURPOSE

This Corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This Corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of \$1 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 109 Windlake Court,
Niceville, Florida 32578.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of this Corporation is Charles M.
Diamon, 109 Windlake Court, Niceville, Florida, 32578.

ARTICLE VIII - INITIAL OFFICER

The name and address of the President/Secretary/Treasurer is:

Charles M. Diamon	President/Secretary/Treasurer
109 Windlake Court	
Niceville, FL 32578	

ARTICLE IX -BY-LAWS

The power to adopt, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE X - SHARES OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons
and in the amount set opposite their names:

Charles M. Diamon and Mary P. Diamon, as tenancy by the entireties 109 Windlake Court Niceville, FL 32578	10 Shares
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ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII -AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIII -MANAGEMENT OF CORPORATION AFFAIRS

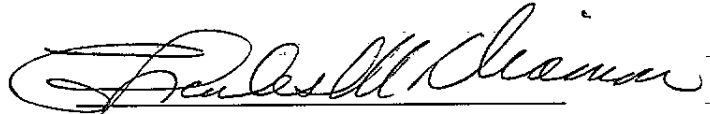
The business of this Corporation shall be managed by its Stockholders rather than by a Board of Directors. In the management of the business of the Corporation, the act of the Stockholders representing a majority of the outstanding share of the corporation entitled to vote, represented in person or proxy, shall be the act of the Stockholders. Each Stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the Corporation entitled to vote, in person or proxy, shall constitute a quorum at any meeting of the Stockholders for the management of the business of the Corporation.

ARTICLE XIV - RESTRICTION OF TRANSFERABILITY OF STOCK

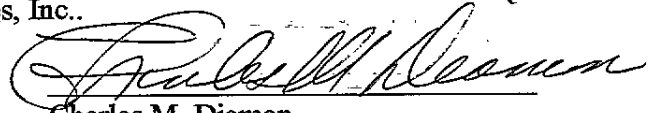
The shares of the capital stock of this Corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this Corporation may not be resold or otherwise transferred to any other person unless first offered to the remaining shareholders of the Corporation or the Corporation. The price and terms of which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 30th day of November, 1998

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of
Incorporation, this 30th day of November, 1998


Charles M. Diamon

I, Charles M. Diamon, hereby am familiar with and accept the duties and responsibilities as
registered agent for Southern Business Associates, Inc..

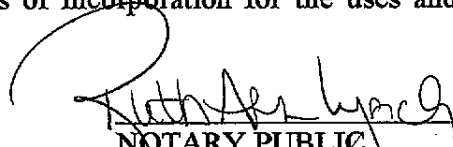

Charles M. Diamon
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a notary public authorized to take acknowledgments in the State and County
set forth above, personally appeared Charles M. Diamon, personally known to me and known by me
to be the person who executed the foregoing Articles of Incorporation and said person acknowledged
before me that he executed those Articles of Incorporation for the uses and purposes therein
contained.



(Seal)


NOTARY PUBLIC
My Commission Expires:

FILED
SECRETARY OF STATE
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