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December 7, 1998

ALAN B. BOOKMAN
T.A. BOROWSKI, JR.
GERALD L. BROWN
A.G. CONDON, JR.
ERICK M. DRICKA
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
KRAMER A. LITVAK

WM. DOUGLAS MARSH
GERALD McKENZIE
JOHN W. MONROE, JR.
WANDA W. RADCLIFFE
JILL K. SATTERWHITE
ALAN C. SHEPPARD
CRYSTAL COLLINS SPENCER
WARREN R. TODD

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

Re: MJP PROPERTIES, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of MJP Properties, Inc. Our check in the sum of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
total	\$122.50

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-12/14/98--01129--009
****122.50 *****78.75

If you have any questions, please give me a call.

Sincerely yours,

Linda A. Brown
for Gerald L. Brown

GLB:las
Enclosures

FILED
98 DEC 14 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 15 1998

B. REGISTER

FILED
98 DEC 14 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MJP PROPERTIES, INC.

ARTICLE ONE - NAME

The name of the corporation is MJP Properties, Inc.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 601 S. Palafox Street, Pensacola, Florida 32501 with a mailing address of P.O. Box 12725, Pensacola, Florida 32575 and the name of the initial registered agent of this corporation at that address is Matthew J. Pair.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial director(s) of this corporation are:

NAME

ADDRESS

John S. Carr

601 S. Palafox Street
Pensacola, Florida 32501

Eric J. Nickelsen

601 S. Palafox Street
Pensacola, Florida 32501

Matthew J. Pair

601 S. Palafox Street
Pensacola, Florida 32501

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these Matthew J. Pair, 601 S. Palafox Street,
Pensacola, Florida 32501.

ARTICLE EIGHT - BY-LAWS

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

ARTICLE NINE - INDEMNIFICATION

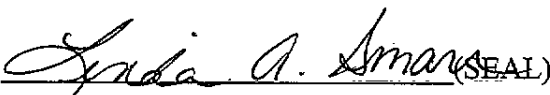
The corporation shall indemnify any officer or director or any former officer or director, to
the full extent permitted by law.

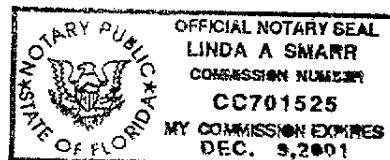
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation on this 7th day of December, 1998.


Matthew J. Pair, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 7th day of December, 1998
by Matthew J. Pair, who is personally known to me and who did not take an oath.

 (SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.


MJP PROPERTIES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First--that MJP Properties, Inc. desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of Incorporation at City of Pensacola, County
of Escambia, State of Florida has named Matthew J. Pair located at 601 S. Palafox Street, City of
Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


Matthew J. Pair, Registered Agent

FILED
98 DEC 14 PM 1:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE