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EARL E. MAYER, JR.*
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* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

EFFECTIVE DATE
1-1-99

December 15, 1998

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

Re: **Mathis Enterprises of Jasper, Inc.**

400002715074--3
-12/17/98--01112--010
*****122.50 *****78.75

Dear Sir or Madam:

Enclosed are two (2) originals of Articles of Incorporation and Registered Agent forms for the captioned corporation.

The one (1) original is to be filed in your office and one (1) copy is to be certified and returned to this office. Also enclosed is a check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

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DIVISION OF CORPORATIONS

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Division of Corporations
December 15, 1998
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Please telephone me if there is any reason why these requests cannot be met promptly.
Thank you for your attention to these matters.

Sincerely,

MAYER & KENNEDY

A handwritten signature in dark ink, appearing to read "P. Todd Kennedy", with a long horizontal flourish extending to the right.

P. Todd Kennedy

PTK/msg
Enclosures
F:\MATHIS\LTRS\ART-INC.SOS

**ARTICLES OF INCORPORATION
OF
MATHIS ENTERPRISES OF JASPER, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

EFFECTIVE DATE
1-1-99

1.01 The name of this corporation is **MATHIS ENTERPRISES OF JASPER, INC.**

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 702 S.E. Second Avenue, Jasper, Florida 32052 and the name of the initial Registered Agent at that address is Jorrie H. Mathis.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

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Name

Address

Jorrie H. Mathis

702 S.E. Second Avenue
Jasper, FL 32052

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The names and addresses of the members of the first Board of Directors are:

Name

Address

Jorrie H. Mathis

702 S.E. Second Avenue
Jasper, FL 32052

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be January 1, 1999.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 15 day of December, 1998.

By:

Jorrie H. Mathis
Jorrie H. Mathis
Incorporator

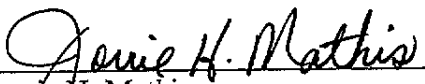
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:


First, that MATHIS ENTERPRISES OF JASPER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 702 S.E. Second Avenue, Jasper, Florida 32052.

Second, named Jorrie H. Mathis, located at 702 S.E. Second Avenue, Jasper, Florida 32052, as its Agent to accept service of process within Florida.


Jorrie H. Mathis
Incorporator

Date: 12/15/98

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.


Jorrie H. Mathis, Registered Agent

Date: 12/15/98

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