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LAW OFFICES OF
BAKER AND SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

GLEND A. SWEARINGEN-COOK, P.A.
*CERTIFIED FAMILY LAW MEDIATOR

TELEPHONE

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850 904-526-4465

TELECOPIER

904-526-2714

January 18, 1999

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*****78.75 *****78.75

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

RE: Chipola Consulting Associates, Inc.

Dear Sir/Madam:

Enclosed is my check in the amount of \$78.75, and the original and one copy of the Articles of Incorporation for Chipola Consulting Associates, Inc. Please be so kind as to file these Articles and return a copy to my office at your earliest convenience.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/sdb
FRANK A. BAKER, Esq.

FAB:sdb/secstate.ltr

Enclosures

Attempted to call / Both #'s -
above disconnected / no longer-
in service. 1/26/99
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FILED
99 FEB - 1 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

61832 2/2/99
MM



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 1999

FRANK A. BAKER, ESQ.
4431 LAFAYETTE STREET
MARIANNA, FL 32446

SUBJECT: CHIPOLA CONSULTING ASSOCIATES, INC.
Ref. Number: W99000001832

We have received your document for CHIPOLA CONSULTING ASSOCIATES, INC. 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 registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 699A00003350

ARTICLES OF INCORPORATION OF
CHIPOLA CONSULTING ASSOCIATES, INC.

FILED
FEB - 1 1969
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of this corporation, executing these Articles of Incorporation, being a natural person, competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I--NAME

The name of this corporation is CHIPOLA CONSULTING ASSOCIATES, INC.

ARTICLE II--NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, tangible and intangible, and services of every class, kind and description; and to conduct any other business and carry on any other activity as may be permissible under law; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair, nor exposition.

ARTICLE III--CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100 shares of common stock having a nominal or par value of \$10.00 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
ADDRESS AND RESIDENT AGENT

The initial street address of the initial principal office of this corporation in the State of Florida is 4941 E. U.S. Highway 90, Marianna, FL, 32446. The initial mailing address of the initial principal office of this corporation in the State of Florida

will be P.O. Box 6016, Marianna, FL, 32447. The name of the initial registered Resident Agent in the State of Florida is Nancy L. Jones, whose street address is 1310 Rescue Drive, Alford, FL, 32420. By her signature to these Articles, the said agent consents to the appointment as such, and by her signature hereto acknowledges that she is familiar with and accepts the obligations of that position. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII--DIRECTORS

This corporation shall have four directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII--INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are: Nancy L. Jones, P.O. Box 257, Alford, FL, 32420; Donald G. MacLaren, P.O. Box 352, Marianna, FL, 32447; Todd Herndon, P.O. Box 6016, Marianna, FL, 32447; and Alton Ranew, P.O. Box 6016, Marianna, FL, 32447.

ARTICLE IX--INITIAL OFFICERS

This corporation shall have five (5) offices, initially, consisting of a President, three Vice-Presidents, and a Secretary-Treasurer, which must be filled by at least one (1) natural person. The names and mailing addresses of the initial officers are: Nancy L. Jones, P.O. Box 257, Alford, FL, 32420, as President and as Secretary-Treasurer; Donald G. MacLaren, P.O. box 352, Marianna, FL, 32447, as First Vice-President; Todd Herndon, P.O. Box 6016, Marianna, FL, 32447, as Second Vice-President; and Alton Ranew, P.O. Box 6016, Marianna, FL, 32447, as Third Vice-President.

ARTICLE X--AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by majority of the stock then entitled to vote thereon, unless the directors and the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


ARTICLE XI--INCORPORATOR

The name and address of the incorporator of this corporation who shall sign and file these Articles is: Nancy L. Jones, P.O. Box 257, Alford, FL, 32420.

ARTICLE XII
PREEMPTIVE RIGHTS

In the event that the Board of Directors authorizes the issuance of further shares of stock in the corporation, or in the event that the officers or directors of the corporation take action to issue previously-authorized shares of stock, then each shareholder of record at the time of the issue or sale shall have the option to purchase such number of shares to be issued, in the proportion that his (or her) already-owned shares bears to the total number of already-issued shares.

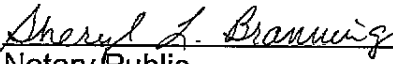
EXECUTED and acknowledged that date below written.



Nancy L. Jones
As Incorporator and as Resident Agent

STATE OF FLORIDA
COUNTY OF JACKSON:

THE FOREGOING INSTRUMENT was acknowledged before me this January
7, 1998⁹, by Nancy L. Jones, as Incorporator and as Resident Agent, who is personally known to me and who did take an oath.



Notary Public
My Commission Expires:

fb\chipola.art



"OFFICIAL SEAL"
Sheryl L. Branning
My Commission Expires 11/7/99
Commission # CC 497593

FILED
99 FEB - 1 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA