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DEBRA D. COOPER, ESQUIRE

February 2, 1999

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*****122.50 *****78.75

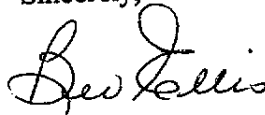
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: D & S Grimes Marketing, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for D & S Grimes Marketing, Inc. together with original and one copy of the Certificate Designating Registered Agent. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing.

Sincerely,



Bev Ellis
Legal Assistant to
E. T. BOYWID

/ble

Enclosures

grimes.inc@state.fl

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 4:42

EFFECTIVE DATE

2-1-99

2-1-99
W.K.

ARTICLES OF INCORPORATION
OF
D & S GRIMES MARKETING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 4:12

ARTICLE I-NAME

The name of this corporation is **D & S GRIMES MARKETING, INC.**

ARTICLE-II-DURATION

This corporation shall have perpetual existence commencing on February 1, 1999 at 12:00 A.M. after the filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1801 Winding Creek Circle, Cantonment, Florida 32533, and the name of the initial registered agent of this corporation at that address is **DARIUS H. GRIMES**.

EFFECTIVE DATE
2-1-99

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Darius H. Grimes
1801 Winding Creek Circle
Cantonment, Florida 32533

Susan T. Grimes
1801 Winding Creek Circle
Cantonment, Florida 32533

ARTICLE VIII-INCORPORATORS

The names and addresses of the Incorporators signing these articles are: Darius H. Grimes, 1801 Winding Creek Circle, Cantonment, Florida 32533 and Susan T. Grimes, 1801 Winding Creek Circle, Cantonment, Florida 32533.

ARTICLE IX-INDEMNIFICATION

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

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 2nd day of February, 1999.




DARIUS H. GRIMES



SUSAN T. GRIMES

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 2nd day of February, 1999
by **DARIUS H. GRIMES**, who has produced FL D/L # 61652-168-57-271-0 as identification.

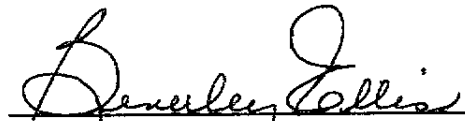

BEVERLEY ELLIS, NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 2nd day of February, 1999
by **SUSAN T. GRIMES**, who has produced FL D/L # 61652-798-57-707 as identification.


BEVERLEY ELLIS, NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



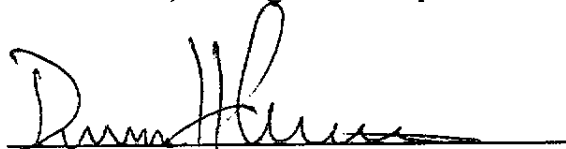
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

That **D & S GRIMES MARKETING, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **1801 Winding Creek Circle, Cantonment, Florida 32533**, has named **DARIUS H. GRIMES**, as its agent to accept service of process within Florida.

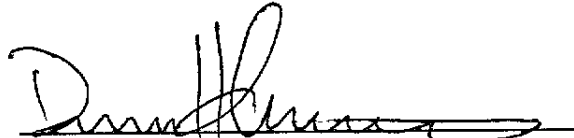
Dated: _____

2/2/99



DARIUS H. GRIMES, Director

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



DARIUS H. GRIMES
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -8 PM 4:43