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JACK G. HAND, JR., P.A.
ATTORNEY AND COUNSELLOR AT LAW

SUNTRUST BUILDING - SUITE 1000
200 WEST FORSYTH STREET

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 356-1533 • FAX (904) 634-4750

JACK G. HAND, JR.

HORACE R. DREW, JR.
RETIRED

February 12, 1999

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-02/15/99--01076--019

*****70.00 *****70.00

State of Florida
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

Re: Chieftain Industries, Inc.

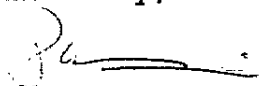
Ladies and Gentlemen:

Enclosed for filing is the original fully executed Articles of Incorporation of Chieftain Industries, Inc. Also enclosed is our firm check in the amount of \$70.00 to cover the filing fee of \$35.00 and the registered agent designation fee of \$35.00.

Please file the original Articles immediately and deliver an acknowledgment of the filing through the undersigned in the enclosed, self-addressed, stamped envelope which we have included for that purpose.


If you have any questions concerning this matter, please do not hesitate to contact the undersigned by collect call. Thank you for your assistance.

Sincerely,


Patricia J. Mulligan
Legal Assistant

/pm
enclosure
(PM-Z1letters\hand\mike\letter.sos)

FILED
99 FEB 15 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall
FEB 16 1999


**ARTICLES OF INCORPORATION
OF
CHIEFTAIN INDUSTRIES, INC.**

FILED
99 FEB 15 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Chieftain Industries, Inc.

ARTICLE II

NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

PRINCIPAL OFFICE

The principal office and original mailing address of the corporation is 200 W. Forsyth Street, Suite 1000, Jacksonville, Florida 32202.

ARTICLE IV

CAPITAL STOCK

A. Authorized Capital. This corporation is authorized to issue one thousand (1,000) shares of the par value of One Dollar (\$1.00) each, which shall be designated "Common Shares."

B. 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 W. Forsyth Street, Suite 1000, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Jack G. Hand, Jr.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

NAME

Michael B. Hand

ADDRESS

2156 Spanish Moss Drive
Jacksonville, Florida 32246

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the by-laws of this corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

Michael B. Hand

ADDRESS

2156 Spanish Moss Drive
Jacksonville, Florida 32246

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 8 day of January, 1999.

Signed, sealed and delivered
in the presence of:

Patricia J. Mulligan
Patricia J. Mulligan

Carole A. Turner
Carole A. Turner

Michael B. Hand
MICHAEL B. HAND

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of January, 1999, by MICHAEL B. HAND, who is personally known to me or has produced _____ as identification.

Patricia J. Mulligan
MY COMMISSION # CC740151 EXPIRES
May 6, 2002
BONDED THRU TROY FAY INSURANCE, INC.



Patricia J. Mulligan
Notary Public, State of Florida
My Commission Expires:



Patricia J. Mulligan
MY COMMISSION # CC740151 EXPIRES
May 6, 2002
BONDED THRU TROY FAY INSURANCE, INC.

Patricia J. Mulligan
Typed or Printed Name of Notary

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

FILED
FEB 15 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

CHIEFTAIN INDUSTRIES, INC.

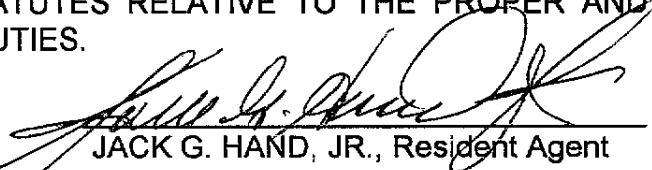
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA AND WITH ITS PRINCIPAL PLACE OF BUSINESS AT 200 W. FORSYTH
STREET, SUITE 1000, CITY OF JACKSONVILLE, STATE OF FLORIDA 32202, HAS
DESIGNATED JACK G. HAND, JR., LOCATED AT 200 W. FORSYTH STREET, SUITE
1000, OF JACKSONVILLE, STATE OF FLORIDA 32202, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.



MICHAEL B. HAND, Incorporator

DATED: January 8, 1999

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 THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



JACK G. HAND, JR., Resident Agent

DATED: January 8, 1999