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HENRY LAWRENCE PERRY, P.A.
PO BOX 27334
PANAMA CITY, FL 32411-7334
(850) 230-6347

March 29, 1999

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****122.50 *****78.75

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

RE: Southern Pine Enterprises, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of Articles of Incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment for the filing of this document.

Thank you for your anticipated cooperation and assistance.

Very truly yours,

Henry Perry /pp
Henry Lawrence Perry

HLP/pp

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 AM 10:08

R. Purinton APR -9 1999

ARTICLES OF INCORPORATION
OF
Southern Pine Enterprises, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -5 AM 10:08

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Southern Pine Enterprises, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this corporation shall be the sale of consumer goods; however, the corporation shall also have power to do all things that now are or may hereafter be allowed to corporations by the laws of Florida and by the laws of the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 432 McKenzie Avenue, Panama City, FL 32401, and the name of the initial registered agent of this corporation at that address is Henry L. Perry.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one director 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.

ARTICLE VII - INITIAL DIRECTORS

The names of the initial director of this corporation and the initial director's street address is:

Alfred R. Page
432 McKenzie Avenue
Panama City, FL 32401

The person named as initial director shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

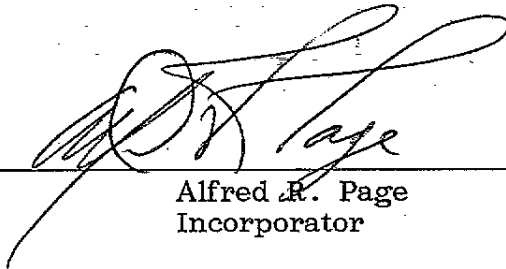
ARTICLE VIII - INCORPORATORS

The names and address of the person signing these Articles is: Alfred R. Page, 432 McKenzie Avenue, Panama City, FL 32401.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 30th day of March, 1999.

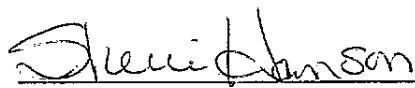


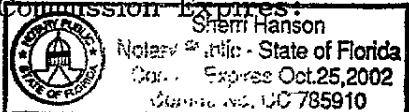
Alfred R. Page
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, personally appeared Alfred R. Page, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 30th day of March, 1999.



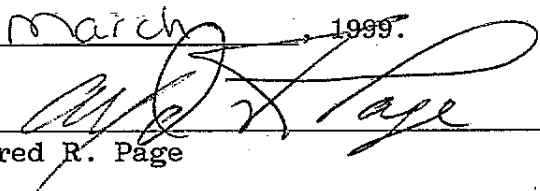
NOTARY PUBLIC
My Commission Expires: Oct 25, 2002


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED FOR Southern Pine Enterprises, INC.

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

That Southern Pine Enterprises, INC., desiring to organize and qualify
under the laws of the State of Florida, with its principle place of business
at 432 McKenzie Avenue, Panama City, Florida 32401, has named Henry L.
Perry located at 432 McKenzie Avenue, Panama City, Florida 32401, as its
agent to accept service of process within Florida.

Dated this 30th day of March, 1999.



Alfred R. Page

WAIVER OF NOTICE

The undersigned, being the director of Southern Pine Enterprises, INC. named in the Articles of Incorporation, waives notice of the Organizational Meeting of the Board of Directors of this Corporation and consents to the holding of the meeting at 432 McKenzie Avenue, Panama City, Florida 32401, at 4:00 P.M. on the 30th day of March, 1999.

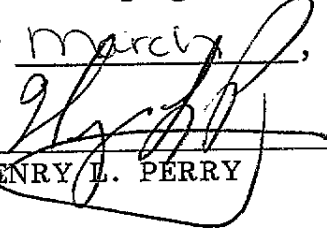


Alfred R. Page, President and Secretary

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
OF Southern Pine Enterprises, INC.

The undersigned, having been named to accept service of process for the above-named corporation, at 432 McKenzie Avenue, Panama City, Florida 32401, agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

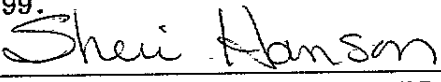
Dated this 30th day of March, 1999.


HENRY L. PERRY

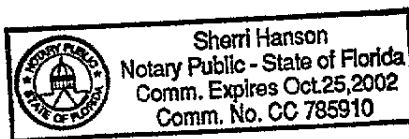
STATE OF FLORIDA

COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30th day of March, 1999.


NOTARY PUBLIC

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 AM 10:08