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PLEASE REPLY TO:
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PANAMA CITY, FLORIDA 32401
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FT. WALTON BCH (850) 243-9099

April 8, 1999

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

RE: Bennie Mathews, Inc.

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

Gentlemen:

Enclosed for filing and approval are the original and a copy of Articles of Incorporation of the above-referenced corporation.

Also enclosed is a notarized statement authorizing use of the corporate name.

Finally, enclosed is our check in the amount of \$122.50 filing fee and for a certified copy.

Please acknowledge and return the certified copy to me.

Thank you for your attention to this matter.

Very truly yours,



Suzanne K. Horton
Secretary to Stephen G. West

/skh

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99APR 12 PM 6:18

2281 Brookwood Place
Cantonment, Florida 32533
March 30th, 1999

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

RE: Bennie Mathews, Inc.

Gentlemen:

I am the former president and sole director of Bennie Mathews, Inc., a dissolved Florida corporation. Please be advised that as an individual and on behalf of the dissolved corporation, I hereby authorize "Bennie Mathews, Inc." to be used as the name of my new Florida corporation.

Dated this 30th day of March, 1999.

Bennie F. Mathews
Bennie F. Mathews

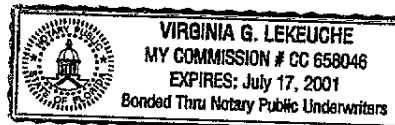
STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 30th day of March, 1999, by Bennie F. Mathews, who is personally known to me or produced FLORIDA DRIVERS LIC. as identification.

Virginia G. Lekeuche
Notary Public, State of Florida

RWK:skh:March 23, 1999

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ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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BENNIE MATHEWS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be BENNIE MATHEWS, INC.

ARTICLE II. PRINCIPAL OFFICE

The initial principal office of the corporation shall be located at, and the mailing address of the corporation shall be, 2281 Brookwood Place, Cantonment, Florida 32533.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually, commencing on the date of filing of these Articles by the Department of State.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of the corporation is Nancy V. Mathews, 2281 Brookwood Place, Cantonment, Florida 32533.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles is Bennie F. Mathews, 2281 Brookwood Place, Cantonment, Florida 32533.

ARTICLE VII. DIRECTORS

The corporation shall initially have one director. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one. The initial director of the corporation shall be Bennie F. Mathews, whose address is 2281 Brookwood Place, Cantonment, Florida 32533.

ARTICLE VIII. AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation this 30 day of March, 1999.

Bennie F. Mathews
Bennie F. Mathews

Having been named as registered agent and to accept service of process for this corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 30 day of March, 1999.

Nancy V. Mathews
Nancy V. Mathews

RWK:skh:March 23, 1999

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