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April 26, 1999

Secretary of State
Department of Corporations
Post Office Box: 6327
Tallahassee FL 32314

800002863368-5
-05/05/99-01046-017
*****78.50 *****78.50

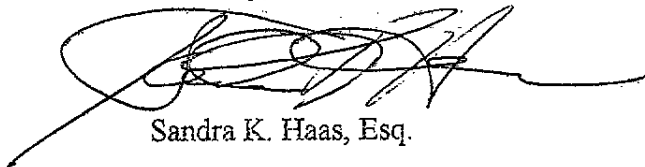
Re: McPHRIES, INC.
Articles of Incorporation

Dear Sir and Madam:

Enclosed you will find the following with regard to the above referenced corporation:

1. The original Articles of Incorporation for filing with the Department of State.
2. Copy of Articles for certification.
3. Check in the amount of \$78.50, made payable to the Florida Department of State.

Sincerely,



Sandra K. Haas, Esq.

SKH
enclosures as noted

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -5 AM 11:41

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**ARTICLES OF INCORPORATION
OF
McPHRIES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -5 AM 11:41

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being natural persons, do hereby act as an incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation under the Florida Business Corporation Act.

ARTICLE I

The name of the corporation ("corporation") is:

McPHRIES, INC.

ARTICLE II

The address of the principal office of the corporation is P. O. Box 230, O'Brien, FL 32071.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is one thousand (1,000) all of which shall be Common shares. Each Common share shall have an initial value of \$1.00. All Common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one (1) vote for each share upon all matters on which shareholders have the right to vote. The Board of Directors may authorize issuance of all of the corporation's shares without certificates.

ARTICLE IV

The initial street address of the corporation's registered office is 22060 Fletcher Rd., O'Brien, FL 32071. The initial registered agent for the corporation at that address is MICHAEL A. McINNIS.

ARTICLE V

The name and street address of the persons signing these Articles of Incorporation are:

MICHAEL A. McINNIS, 22060 Fletcher Rd., O'Brien, FL 32071

C. GEFREY HUMPHRIES, 22817 93rd Drive, O'Brien, FL 32071

ARTICLE VI

The initial Board of Directors shall consist of four (4) members. The name and address of the persons who will serve on the initial Board of Directors and their respective offices are:

<u>NAME</u>	<u>OFFICE</u>	<u>STREET ADDRESS</u>
MICHAEL A. McINNIS	President	22060 Fletcher Rd. O'Brien, FL 32071.
C. GEFREY HUMPHRIES	Vice-President	22817 93rd Drive O'Brien, FL 32071
LYNDA D. McINNIS	Treasurer	22060 Fletcher Rd O'Brien, FL 32071.
HARRIET WELLS HUMPHRIES	Secretary	22817 93rd Drive O'Brien, FL 32071

ARTICLE VII

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

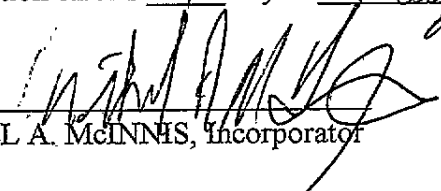
ARTICLE VIII

The existence of the corporation shall begin on May 1, 1999. This corporation is to exist perpetually.

ARTICLE IX

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 4 day of May, 1999.


MICHAEL A. McINNIS, Incorporator


C. GEFREY HUMPHRIES, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA,

1. The name of the corporation is: McPHRIES, INC.
2. The name and address of the registered agent and office is:

MICHAEL A. McINNIS
(Name)

22060 Fletcher Rd, O'Brien, Florida 32071
(Address)

Having been named as registered agent and designated as the person to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


MICHAEL A. McINNIS, dated: