

P99000055898

JAMES W. EASTHAM
STAR RT. 1 BOX 15
CRESCENT CITY, FL 32112
(904) 698-2585

June 17, 1999

VIA EXPRESS MAIL

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

RE: Eastham, Inc.

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-06/18/99--01105--010
****122.50 *****78.75

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	\$ 35.00
	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned. I appreciate your assistance in this matter.

Sincerely,

James W. Eastham
James W. Eastham

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-21-99
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ARTICLES OF INCORPORATION

OF

EASTHAM, INC.

COMES NOW your undersigned incorporator and files these Articles of Incorporation and would show:

ARTICLE I - NAME

The name of the corporation shall be EASTHAM, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of: the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607....

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of stock. The par value of each of these shares shall be \$5.00. Initially, stock will be owned as follows:

James W. Eastham 100 shares

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 508 Central Avenue, Crescent City, FL 32112, and the name of the initial registered agent is GERARD BUCHAN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors constituting the initial Board of Directors. The number of directors may be either

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TALLAHASSEE, FLORIDA

increased or decreased from time to time by the by-laws. The manner of election of the Board of Directors shall be stated in the By-laws. The names and addresses of the initial Board of Directors of this corporation are:

James W. Eastham, President
HC 1 Box 15
Crescent City, FL 32112

Elizabeth K. Eastham, Secretary/Treasurer
HC 1 BOX 15
Crescent City, FL 32112

ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

James W. Eastham
HC 1 Box 15
Crescent City, FL 32112

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE IX - MANAGEMENT

The management of this corporation shall be by officers initially consisting of James W. Eastham, President, and Elizabeth K. Eastham, Secretary-Treasurer.

ARTICLE X - AMENDMENT

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

ARTICLE XI

This corporation is to be treated as one entitled to the benefits under §1244 of Internal Revenue Code insofar as losses on stock owned in small businesses is concerned. This corporation is intended to meet the definition of a small business corporation as defined by Internal Revenue Code §1244.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of June, 1999.

James W. Eastham
JAMES W. EASTHAM, INCORPORATOR

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION, was acknowledged before me this 17th day of June, 1999, by JAMES W. EASTHAM, who is personally known to me.

Patricia L. Asby
Signature of Notary

AFFIX NOTARY STAMP OR SEAL
COMMISSION EXPIRES:
COMMISSION NUMBER:



PATRICIA L. ASBURY
MY COMMISSION # CC465807 EXPIRES
June 25, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

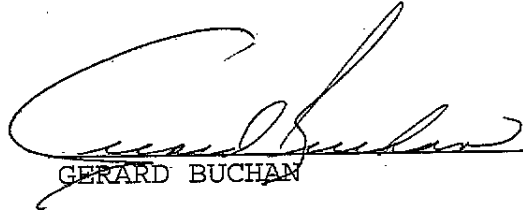
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

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

That EASTHAM, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at their office in Crescent City, Florida, with its mailing address of H. C. 1 BOX 15, Crescent City, Florida 32112, has named GERARD BUCHAN, as its agent to accept service of process within the State of Florida.


JAMES W. EASTHAM, PRESIDENT

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.


GERARD BUCHAN

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TALLAHASSEE, FLORIDA