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DATE: JUNE 25, 1999

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AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

TYPE OF FILING

ARTICLES OF INCORPORATION

8000002916298--1

CORPORATE NAME

REPUBLIC ACQUISITION CORPORATION

SPECIAL INSTRUCTIONS:

PLEASE RETURN 1 CERTIFIED COPY

COST: _____

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**ARTICLES OF INCORPORATION
OF
REPUBLIC ACQUISITION CORPORATION**

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Pursuant to section 607.0202 of the Florida Business Corporation Act, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter the "Corporation") is Republic Acquisition Corporation.

ARTICLE II

The initial principal office of the Corporation is located at 7130 Goodlett Farms Parkway, Memphis, Tennessee 38018.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall have authority to be exercised by the Board of Directors to issue not more than one thousand (1,000) shares of capital stock, \$1.00 par value, all of which shall be designated "Common Stock." The holders of the Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is located at 1221 Brickell Avenue, Miami, Dade County, Florida 33131. The initial registered agent of the Corporation at its registered office is Timothy E. Kish.

The written acceptance of the said initial registered agent, as required by the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE V

INCORPORATOR

The name and address of the incorporator is as follow:

Lesley E. Hanchrow
Alston & Bird LLP
601 Pennsylvania Avenue, N.W.
North Building, 11th Floor
Washington, D.C. 20004

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial directors of the Corporation are as follows:

Jackson W. Moore
7130 Goodlett Farms Parkway
Memphis, Tennessee 38018

John E. Bennett
7130 Goodlett Farms Parkway
Memphis, Tennessee 38018

E. James House, Jr.
7130 Goodlett Farms Parkway
Memphis, Tennessee 38018

ARTICLE VII

AMENDMENT OF ARTICLES OF INCORPORATION

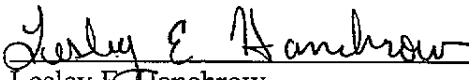
The Corporation hereby reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation. Any such amendment, alteration, change or repeal shall require the affirmative vote of both (a) a majority of the members of the Board of Directors then in office and (b) a majority of the voting power of all of the shares of Common Stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE VIII

SEVERABILITY

In the event that any of the provisions of these Articles of Incorporation (including any provision within a single Article, Section, paragraph or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the full extent permitted by law.

THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do make these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly, have hereunto set my hand as of this 21 day of June, 1999.



Lesley E. Hanchrow
Incorporator

ALSTON & BIRD LLP
601 Pennsylvania Ave., N.W.
North Building, 11th Floor
Washington, D.C. 20004

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named as registered agent and to receive service of process for the above stated corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated: June 22, 1999By: Timothy E. Kish
Name: Timothy E. KishFILED
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