

PP9000077316

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JULIAN BENNETT
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DAYTON LOGUE, OF COUNSEL

Beach Office
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(850) 236-9000

August 13, 1999

Certified Mail No. P 373 728 423

Return Receipt Requested

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

200002962482-0
08/17/99-01074-008
*****78.75 *****78.75

Re: Panama City Transmission, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of 78.75 for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter.

Sincerely,


Derrick Bennett

DB:hvs

Enclosures as stated.

FILED
99 AUG 30 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W99775~~

~~2555-6153~~

T BROWN AUG 30 1999

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 24, 1999

DERRICK BENNETT
BENNETT, LOGUE & BENNETT
P.O. BOX 2422
PANAMA CITY, FL 32402-2422

SUBJECT: PANAMA CITY TRANSMISSION, INC.
Ref. Number: W99000019495

We have received your document for PANAMA CITY TRANSMISSION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 099A00042305

ARTICLES OF INCORPORATION
OF
Panama City Transmission, Inc.

FILED
99 AUG 30 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is "Panama City Transmission, Inc." hereinafter referred to as the "Corporation."

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial principal place of business of the Corporation is #9 East 15th Street, Panama City, Florida 32405, and the name of the initial registered agent is Derrick Bennett, 112 E. Third Court, Panama City, Florida 32401.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have 1 Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The

names and addresses of the initial Directors of the Corporation are:_____

Marlon E. Ducker
#9, East 15th Street
Panama City, Florida 32405

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:_____

Marlon E. Ducker
#9, East 15th Street
Panama City, Florida 32405

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be _____
vested in the Board of Directors and the shareholders. _____

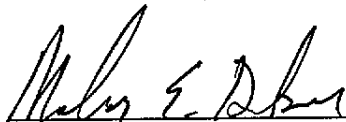
ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any _____
member of the Board of Directors or officer of the Corporation, or any _____
former officer or director, who is a party to any threatened or _____
pending suit or proceeding by reason of the fact that he or she is or _____
was a director, officer or agent of the Corporation. _____

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote _____
of the members of the Board of Directors, subject to any limitation _____
by law. The Board of Directors shall adopt Bylaws for the _____
Corporation, which may be modified, amended or altered as allowed _____
under said Bylaws. _____

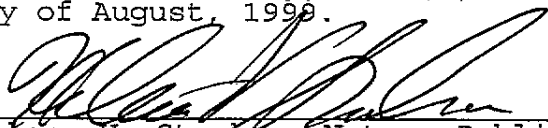
IN WITNESS WHEREOF, the undersigned subscriber has hereunto _____
executed these Articles of Incorporation this 12th day of _____
AUGUST, 1999. _____

 (SEAL)
Marlon E. Ducker Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Marlon E. Ducker, who is personally known to me or who produced Florida Driver's License as identification, and who is known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this, the 12th day of August, 1999.



Helene V. Strahan, Notary Public
My Commission Expires:
My Commission Number:

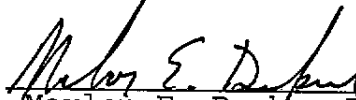


CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that Panama City Transmission, Inc., a corporation, desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business is #9, East 15th Street, Panama City, Florida 32405, has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 12th day of August, 1999.



Marlon E. Ducker-Incorporator

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.



Derrick Bennett-Registered Agent

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FILED
99 AUG 30 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA