

PIERCE J. GUARD, JR., P.A.

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October 22, 1999

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314

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*****70.00 *****70.00

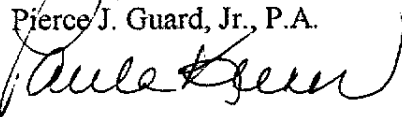
RE: SOUTHERN MELON SERVICES, INC.

Gentlemen:

Enclosed find trust account check in the amount of \$70.00 and the original and one copy of the article of incorporation for the above referenced corporation. After filing please return a copy to this office.

Thank you for your kind attention in this matter.

Sincerely,
Pierce J. Guard, Jr., P.A.


Paula Keener
secretary to
Pierce J. Guard, Jr., Esq.

Enclosures
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FILED
99 OCT 25 AM 9:57
TALLAHASSEE, FLORIDA
DEPT. OF STATE

**ARTICLES OF INCORPORATION
OR
SOUTHERN MELON SERVICES, INC.**

FILED
99 OCT 25 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is **SOUTHERN MELON SERVICES, INC.**

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is that the corporation may transact any all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
PRINCIPAL OFFICE**

The address of the principal office of the corporation in this State is 606 Harvey Road, Lakeland, Florida 33815.

**ARTICLE FIVE
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is One Thousand (500 shares), all of which shall be common shares with a par value of One Dollar (\$1.00) per share.

**ARTICLE SIX
PRE-EMPTIVE RIGHTS GRANTED**

Each share holder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any un-issued or treasury shares in the corporation and any securities of the corporation convertible into or carrying a right to or acquire shares of any such un-issued or treasury shares.

**ARTICLE SEVEN
DIRECTORS**

The Board of Directors of the corporation shall consist of not less than two (2) members as fixed and determined from time to time by the shareholders.

The names and post office addresses of the members of the first Board of Directors are:

Name	Address
President/Director THOMAS G. SHERROUSE	P. O. Box 994, Kathleen, FL 33849
Secretary/Treasurer/Director REBECCA SHERROUSE	P. O. Box 994, Kathleen, FL 33849

**ARTICLE EIGHT
INCORPORATORS**

The names and post office addresses of the incorporators are:

Name	Address	Shares
THOMAS G. SHERROUSE	P. O. Box 994, Kathleen Florida 33849	100%

**ARTICLE NINE
COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed commenced on the date that these articles are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we have subscribed our names this 21 day of OCTOBER, 1999.

Thomas G. Sherrouse
THOMAS G. SHERROUSE
Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF POLK)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, or presented a valid Florida Drivers License, SS 20827411300 to be the person described as the Incorporator in the foregoing Articles of Incorporation, and they acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this 21st day of OCTOBER, 1999.

 Paula Keener
Commission # CC 741305
Expires May 10, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

Paula Keener
PAULA KEENER
Notary Public, State of Florida

FILED

99 OCT 25 AM 9:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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: **SOUTHERN MELON SERVICES, INC.**
2. The name and address of the registered agent and office is: **THOMAS G. SHERROUSE, 606 Harvey Road, Lakeland, FL 33815**

SIGNATURE

Thomas G. Sherrouse

TITLE

PRESIDENT

DATE

10/21/99

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Thomas G. Sherrouse

DATE

10/21/99