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 FAX: (904) 22-1000 PHONE: (305) 41-3984
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 ((H96000009425)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HELMS MANAGEMENT, INC.
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**ARTICLES OF INCORPORATION
OF
HELMS MANAGEMENT, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Helms Management, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose of this corporation is to serve as (A) General Partner to Helms Investment Limited Partnership, and (B) engage in, and transact any and all lawful business for which the Corporation may be organized under Chapter 607, Florida Statutes that is incident, necessary and appropriate in connection with the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Voting Common

Margaret R. Kilgore, Esq.

207 W. Trade St. # 1500

Charlotte, N. Carolina, 28202

(919) 372-6322

N. Carolina Bar # 19181

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is 1201 Huys Street, Suite 105, Tallahassee, Florida 32301. The name of its registered agent at such address is Corporation Service Company.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1205 Miller Street
Monroe, North Carolina 28110

ARTICLE VI

INCORPORATOR

The name of the Incorporator is Margaret R. Kilgore and the address of the incorporator is CULP ELLIOTT & CARPENTER, P.L.L.C., 227 West Trade Street, Suite 1500, Charlotte, North Carolina 28202.

ARTICLE VII

MANAGEMENT OF AFFAIRS

I. General

- A. The Corporation is limited from incurring indebtedness other than to the Lender of such Premises, Capital Lease Funding, unless in the ordinary course of its business related to the ownership and operation of the Premises. The Corporation is further prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets so long as there exist a mortgage on the Premises.

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II. Separateness Provisions

The Corporation shall:

- conduct its own business in its own name;
- maintain separate bank accounts, books, records and financial statements;
- maintain its books, records, resolutions and agreements as official records;
- pay its own liabilities out of its own funds;
- maintain adequate capital in light of contemplated business operations;
- observe all corporate and other organizational formalities;
- maintain an arm's length relationship with affiliates;
- pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligation of others;
- not acquire obligations or securities of affiliates;
- not make loans to any other person or entity;
- allocate fairly and reasonably any overhead for shared office space;
- use separate stationery, invoices, and checks;
- not pledge its assets for the benefit of any entity;
- hold itself out as a separate entity, and not fail to correct any known understanding regarding its separate entity; and
- not identify itself or any of its affiliates as a division or part of the other.

ARTICLE VIII

BOARD OF DIRECTORS

I. The initial Board of Directors shall consist of three (3) Directors. The initial directors shall be V.T. Helms, Jr., Doris T. Helms and Michael Helms.

II. Powers of the Board of Directors

The Board of Directors are allowed to take any lawful action subject to the following limitations:

- A. The unanimous consent of the Board is required for the Corporation to take any "Bankruptcy Action" or to cause the Limited Partner to do so.**

- B. In all other actions by the Board, the Board is to consider the interests of creditors of the Corporation.**

- C. "Bankruptcy Action" shall be defined as:**

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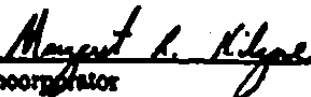
- A. Taking any action that might cause the Corporation to become insolvent;
- B.
 - (i) Commencing any case, proceeding or other action on behalf of the Corporation under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors;
 - (ii) Instituting proceedings to have the Corporation adjudicated as bankrupt or insolvent;
 - (iii) Consenting to the institution of bankruptcy or insolvency proceedings against the Corporation;
 - (iv) Filing a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of the Corporation of its debts under any federal or state law relating to bankruptcy;
 - (v) Seeking or consenting to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or a substantial portion of its properties;
 - (vi) Making any assignment for the benefit of the Corporation's creditors; or
 - (vii) Taking any action in furtherance of the foregoing.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter, except that the Corporation's obligation to indemnify its Directors and Officers is fully subordinated to its mortgage debt and the Corporation's obligation may not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay the holders of the mortgage debt is insufficient to pay such obligations.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of July, 1996.



Incorporator
Margaret R. Kilgore

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STATE OF NORTH CAROLINA)
) SS:
COUNTY OF MECKLENBURG)

BEFORE ME, personally appeared _____ who is personally known to me and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 8th day of March, 1996.



Jade D. Robey
Notary Public State of North Carolina

Jade D. Robey
Printed Name of Notary

My Commission Expires:
3/31/99

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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Articles of Incorporation, Helms Management, Inc. has named Corporation Service Company, 1201 Naya Street, Tallahassee, Florida 32201, Leon County, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Corporation Service Company, hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated effective the 8th day of July, 1996.

**REGISTERED AGENT
CORPORATION SERVICE COMPANY**

By: Kelly A. Howley
Kelly A. Howley, Asst. Sec.

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TALLAHASSEE, FLORIDA

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CULP ELLIOTT & CARPENTER, P.L.L.C.

A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW
(704) 372-0322

WILLIAM H. CULP, JR., P.A. *
W. CURTIS ELLIOTT, JR. †
JOHN JOSEPH CARPENTER *
MARGARET K. LEINBACH *
CHRISTOPHER E. HANNUM †
PAUL M. HATTENHAUER †
BETH R. KAPLAN †
JEFFREY D. DAINES †

DOUGLAS P. MUNSON
1988 - 1992

SUITE 1600 CARILLON BUILDING
227 WEST TRADE STREET
CHARLOTTE, NORTH CAROLINA 28202
TELEFAX (704) 372-1474

* Licensed in NC
† Licensed in NC and FL
‡ Licensed in NC and SC
§ Licensed in NC and VA
¶ Licensed in NC and GA
⦿ Licensed in NC, FL, and DC

December 30, 1996

Via Federal Express
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300002044123--1
01/03/97-01034--003
*****87.50 *****87.50

Re: Helms Management, Inc. and Helms Investment Limited Partnership

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-01/03/97--01034--003
*****87.50 *****35.00

Dear Sir or Madam:

Enclosed for filing by your office, please find the Articles of Dissolution for Helms Management, Inc. and the Certificate of Cancellation for Helms Investment Limited Partnership. Also, enclosed is a check for \$87.50 (\$35.00 for the articles of dissolution and \$52.50 for the certificate of cancellation) to cover the filing fees for these documents.

Should you have any questions, please do not hesitate to call me.

Sincerely yours,

CULP ELLIOTT & CARPENTER, P.L.L.C.

Jade D. Robey

Jade D. Robey, Paralegal

Enclosure

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TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is Helms Management, Inc.

SECOND: the Articles of Incorporation were filed on July 9, 1996.

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

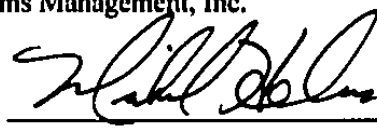
- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 27th day of December, 1996.

Attest:

Helms Management, Inc.


Renee Helms, Assistant Secretary

By: 
Michael Helms, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA