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TERRY T. NEAL, P.A.
ATTORNEY AT LAW

September 5, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: DOWNTOWN REDEVELOPMENT COMPANY

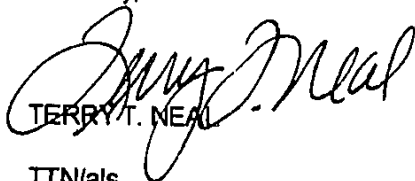
Gentlemen:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is this firm's trust account check in the amount of \$122.50 which represents the filing fee, resident agent fee and fee for one certified copy of the Articles of Incorporation. Enclosed is a self-addressed, stamped envelope for your use in furnishing me a certified copy of the Articles.

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

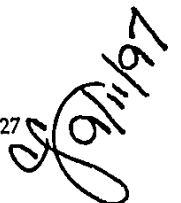
Sincerely,


TERRY T. NEAL

TTN/als
Enclosures

Corporations\SecretaryState\Lettor

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -9 AM 9:31


9/11/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -9 AM 9:31

ARTICLES OF INCORPORATION
OF
DOWNTOWN REDEVELOPMENT COMPANY

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I
NAME

The name of the corporation is DOWNTOWN REDEVELOPMENT COMPANY and its principal place of business is 115 West Magnolia Street, Leesburg, Florida, with a mailing address of 115 West Magnolia Street, Leesburg, FL 34748.

ARTICLE II
GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 750 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this corporation and the initial registered office are:

GERALD B. GALBREATH
115 West Magnolia Street
Leesburg, FL 34748

ARTICLE VI
MANAGEMENT

Pursuant to the provisions of Section 607.0801(3), Florida Statutes, the business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VII
OFFICERS

The names and mailing addresses of each of the officers of the corporation are:

President/Secretary/
Treasurer

Gerald B. Galbreath
115 West Magnolia Street
Leesburg, FL 34748

ARTICLE VIII
INCORPORATORS

The names and addresses of each of the incorporators are:

<u>Name</u>	<u>Address</u>
Gerald B. Galbreath	115 West Magnolia Street Leesburg, FL 34748

ARTICLE IX
AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X
BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the shareholders of this corporation.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th
day of September, 1997.


GERALD B. GALBREATH

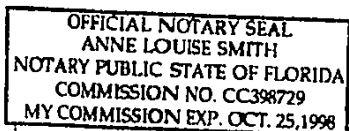
STATE OF FLORIDA
COUNTY OF LAKE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP -9 AM 9:31

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GERALD B. GALBREATH, personally known to me to be the person described in and who executed the foregoing document and who acknowledged before me that he executed the same for the uses and purposes set forth therein, and the said GERALD B. GALBREATH is personally known to me yes (yes/no) or who produced State of Florida Driver's License No. _____ as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 5th day of September, 1997.



Anne Louise Smith
Signature of Notary

ANNE LOUISE SMITH
Print Name of Notary
NOTARY PUBLIC-STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Gerald B. Galbreath
Gerald B. Galbreath
Registered Agent