

FRAZIER & FRAZIER
ATTORNEYS AT LAW
SUITE A
1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

EFFECTIVE DATE

2-16-99

WILLIAM R. FRAZIER
W. ROBINSON FRAZIER

February 16, 1999

TELEPHONE (904) 353-5616
FACSIMILE (904) 353-5619

P99000015679

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-02/17/99--01035--001
*****70.00 *****70.00

Gentlemen:

With reference to the incorporation of Webb Timberlands, Inc., I am enclosing the following:

1. Two executed copies of Articles of Incorporation, together with Certificate Designating Registered Agent.
2. Check payable to the Secretary of State in the total amount of \$70.00 to cover the filing fee of \$35.00 and the Registered Agent's fee of \$35.00.

With respect to the commencement of corporate existence, please notice that Article II of the Articles of Incorporation specifies that the corporation's commencement of existence shall be the date of execution of the enclosed Articles of Incorporation.

I would greatly appreciate it if you would please affix your receiving stamp on the executed copy of the Articles of Incorporation and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

Very truly yours,

W. Robinson Frazier

W. Robinson Frazier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 17 AM 8:20

FILED

WRF:eg
Enclosures

cc: Vernal A. Webb (w/copy of enclosure)

SD
3/18

EFFECTIVE DATE
2-16-99

ARTICLES OF INCORPORATION
OF
WEBB TIMBERLANDS, INC.

FILED
99 FEB 17 AM 8:20
TALLAHASSEE, FLORIDA

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

ARTICLE I.

The name of the corporation is Webb Timberlands, Inc.

ARTICLE II.

The duration of the corporation is perpetual, and the time of commencement of its corporate existence shall be the date of execution of these Articles of Incorporation.

ARTICLE III.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V.

The street address of the initial registered office of the corporation is 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, and the name of its initial registered agent at such address is W. Robinson Frazier.

ARTICLE VI.

The principal office of the corporation is Route 5, Box 6030, Madison, Florida 32340.

ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is four (4). The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one.

The names and addresses of the initial director(s) of this corporation are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
Vernal A. Webb	Route 5, Box 6030 Madison, FL 32340
W. Gary Webb	Route 5, Box 6030 Madison, FL 32340
Lynda Jo Hammock	Route 5, Box 6030 Madison, FL 32340
Janet S. Chamblin	Route 5, Box 6030 Madison, FL 32340

ARTICLE VIII.

The name and address of the incorporator is as follows:

W. Robinson Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204.

ARTICLE IX.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

ARTICLE X.

There shall be no power to levy any assessment on any shares of the stock of this corporation.

EXECUTED by the undersigned at Jacksonville, Duval County, Florida, on this 16th day of February, 1999.

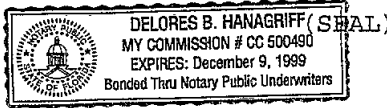
W. Robinson Frazier (SEAL)
W. Robinson Frazier, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared W. ROBINSON FRAZIER, who is personally known to me and who is known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 16th day of February, 1999.

Delores B. Hanagriff
Delores B. Hanagriff
Notary Public, State of Florida
at Large
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT TO FLORIDA STATUTES SECTION 48.091

In pursuance of Section 48.091, Florida Statutes, the following is submitted in compliance with said statute section:

First: That Webb Timberlands, Inc., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation at Madison, Florida, has named W. Robinson Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

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99 FEB 17 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said statute section relative to keeping open said office on this 16th day of February, 1999.

By: W. Robinson Frazier
W. Robinson Frazier,
Registered Agent