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LAW OFFICE
STEPHEN M. MARTIN, P.A.

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June 1, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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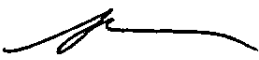
Re: BLACKWATER CREEK RANCH, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation as they pertain to the above-mentioned corporation for filing. Also enclosed is a check in the amount of \$70.00 to cover the filing fees (\$35.00) and registered agent designation (\$35.00). Once these Articles have been filed, please return a conformed copy of the Articles to my office.

Should you have any questions or need additional information, please feel free to contact my office.

Sincerely,



Stephen M. Martin

SMM/mrm
encl.

FILED
99 JUN -7 PM 4: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BLACKWATER CREEK RANCH, INC.

FILED
99 JUN -7 PM 4: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is **Blackwater Creek Ranch, Inc.** -
1241 Edgewater Drive, Lakeland, Florida 33805.

SECOND: The general nature of the business or businesses to be transacted by this Corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of America and the principles of common law upon corporations organized under and by virtue of the laws of Florida, is the operation of a ranch.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

FOURTH: The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

FIFTH: This corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this Corporation in the State of Florida is 1241 Edgewater Drive, Lakeland, Florida 33805.

SEVENTH: This Corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

EIGHTH: The name and street address of the members of the first Board of

Directors and subscribers to these Articles of Incorporation are:

LINDA SUE HONEYCUTT 1241 Edgewater Drive
Lakeland, Florida 33805

JAMES HORTON TEW Post Office Box 93
Kathleen, Florida 33849

MELINDA DIANE BITTINGER 8535 Tomkow Road
Lakeland, Florida 33809

NINTH: The Registered Agent and his address for service of process of this Corporation is LINDA SUE HONEYCUTT, 1241 Edgewater Drive, Lakeland, Florida 33805.

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to a majority of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

WITNESSED:

Melissa R. Munn
Melissa R. Munn

Melissa R. Munn
Melissa R. Munn

Melissa R. Munn
Melissa R. Munn

Linda Sue Honeycutt
LINDA SUE HONEYCUTT

James Horton Tew
JAMES HORTON TEW

Melinda Diane Bittinger
MELINDA DIANE BITTINGER

FILED
99 JUN -7 PM 4: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby declare that I am familiar with and accept the duties and responsibilities
as registered agent for the above-named corporation.

Linda Sue Honeycutt
LINDA SUE HONEYCUTT
As Registered Agent

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **LINDA SUE HONEYCUTT, JAMES HORTON TEW, and MELINDA DIANE BITTINGER, individually, and LINDA SUE HONEYCUTT** as Registered Agent, to me known to be the persons described as subscribers and registered agent, and who executed the foregoing Articles of Incorporation and acknowledged before me they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above,
this 6th day of May, 1999.

(SEAL)

[Signature]

NOTARY PUBLIC
State of Florida at Large
My commission expires: