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Thomas C. Ranow, Jr.

August 19, 1999

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

400002967104--3
-08/23/99--01113--012
*****70.00 *****70.00

Re: Southwest Environmental and Trails, Inc.

Dear Ladies:

Enclosed please find original and one copy of the Articles of Incorporation for the above captioned, together with our check in the amount of \$70.00 representing filing fees, designation of registered agent and tax.

Please file this corporation and forward a copy of the Articles of Incorporation to me at the above post office address.

Thank you for your attention to this matter.

Very truly yours,



Thomas C. Ranow, Jr.
For the Firm

FILED
99 AUG 23 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TCRjr/mar

Enclosures

C. GALLMON-CASE AUG 26 1999

FILED
99 AUG 23 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTHWEST ENVIRONMENT AND TRAILS, INC.
(A Corporation Not For Profit)

We, the undersigned, being desirous of forming a corporation for charitable purposes under the provisions of Chapter 617, of the Florida Statutes, do agree to the following:

ARTICLE I - Name

The name of this corporation is SOUTHWEST ENVIRONMENT AND TRAILS, INC., (S.W.E.A.T.) and the principal office shall be 6225 SW 84th Street, Ocala, Florida 34476.

ARTICLE II - Purposes

Said corporation is organized exclusively for charitable purposes, including for such purposes, leasing a public park located in Marion County, Florida to be used exclusively for a walking trail.

ARTICLE III - Membership

This corporation shall not have members.

ARTICLE IV - Term of Existence

This corporation is to exist perpetually.

ARTICLE V - Subscribers

Names and addresses of the subscribers to these articles are:

RICHARD SNYDER 6225 SW 84th Street.
Ocala, Florida 34476

WILLIAM KRAUTKREMER 6214 SW 82nd Street
Ocala, Florida 34476

RICHARD GLENN 6185 SW 84th Street
Ocala, Florida 34476

ROBERT COSLET 8211 SW 62nd Court
Ocala, FL 34476

ARTICLE VI - Officers

Section 1. The officers of the corporation shall be president, vice president, secretary and treasurer and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation until their successors are elected and qualified are:

RICHARD SNYDER	President
RICHARD GLENN	Secretary/Treasurer
WILLIAM KRAUTKREMER	Vice president
ROBERT COSLET	Vice President

Section 3. The officers shall be elected by a majority vote of the Board of Trustees of the corporation present at the annual business meeting of the corporation.

ARTICLE VII - Board of Trustees

The names and addresses of the initial Board of Trustees of this corporation are:

RICHARD SNYDER 6225 SW 84th Street.
Ocala, Florida 34476

WILLIAM KRAUTKREMER 6214 SW 82nd Street
Ocala, Florida 34476

RICHARD GLENN 6185 SW 84th Street
Ocala, Florida 34476

ROBERT COSLET

8211 SW 62nd Court
Ocala, FL 34476

The number of Trustees may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3).

ARTICLE VIII

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

2. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

4. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious,

educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or of the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any asset not so disposed of shall be disposed of in such manner as approved by order of the Circuit Court of the county in which the principal office is located, upon petition therefor by the Board of Trustees, and after the publication of such notice as the Court may direct.

5. The Board of Trustees of this corporation may provide such Bylaws for the conduct of this business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Trustees present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX

To further the above purpose, the corporation shall have full power to purchase, lease or otherwise acquire property, raise funds, collect and expend dues and to do those things necessary to fulfill its purposes in an effective and an efficient manner.

ARTICLE X - Resident Agent

The name of the initial registered agent of this corporation is RICHARD SNYDER, whose address is 6225 SW 84th Street, Ocala, Florida 34476, who signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Section 617.0503, Florida Statutes.

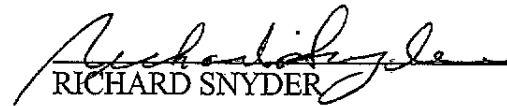

ACCEPTANCE



I HEREBY accept the appointment as Registered Agent of SOUTHWEST ENVIRONMENT AND TRAILS, INC., and agree to act in that capacity.


RICHARD SNYDER

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30th day of July, 1999.

SUBSCRIBERS:

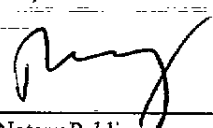

RICHARD SNYDER

WILLIAM KRAUTKREMER


RICHARD GLENN

ROBERT COSLET

99 AUG 28 PM 2:33
FILED
STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 30th day of July, 1999 by RICHARD SNYDER, WILLIAM KRAUTKREMER, RICHARD GLENN and ROBERT COSLET.



Signature of Notary Public
(Print, typed, or stamp Commissioned Name of
Notary Public)
My commission expires: 4-8-2001

Personally known X OR Produced Identification
Type of Identification Produced _____



Thomas C. Ranew, Jr.
MY COMMISSION # CC617586 EXPIRES
April 8, 2001
BONDED THRU TROY FAIR INSURANCE, INC.