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December 28, 1999

BY FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

700003083657--4
-12/29/99--01095--008
*****78.75 *****78.75

Re: Rocky Top Knoxville, Inc.

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation and Acceptance of Designation as Registered Agent of Rocky Top Knoxville, Inc. Also enclosed is my firm check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
TOTAL	\$78.75

Please file the Articles and return to me a certified copy thereof in the postage prepaid envelope provided herewith. Thank you for your assistance in this matter and please contact me if you have any questions.

Very truly yours,



James R. Lussier

JRL:pd

Enclosures

cc: David Bressler (w/encl.)

8/15

ARTICLES OF INCORPORATION
OF
ROCKY TOP KNOXVILLE, INC.

ARTICLE I

The name of this Corporation is ROCKY TOP KNOXVILLE, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 200 W. Welbourne Avenue, Suite 8, Winter Park, Florida 32789. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is James R. Lussier.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Director is:

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99 DEC 29 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name

David E. Bressler

Address

200 W. Welbourne Avenue, Suite 8
Winter Park, Florida 32789

ARTICLE VI

The name and address of the incorporator is David E. Bressler, 200 W. Welbourne Avenue, Suite 8, Winter Park, Florida 32789.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: December 23, 1999.


David E. Bressler, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on December 23, 1999, by
David E. Bressler. He is personally known to me or has produced
(type of identification) as identification.



James R. Lussier
Commission # CC 790917
Expires DEC. 3, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Name James R. Lussier
James R. Lussier
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:

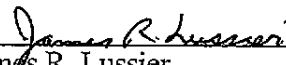
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ROCKY TOP KNOXVILLE, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 200 W. Welbourne Avenue, Suite 8, Winter Park, Florida 32789, Orange County, State of Florida, has named James R. Lussier as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



James R. Lussier
(Registered Agent)

FILED
99 DEC 29 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA