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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407) 425 7010
Fax Number : (407) 425-2747

FLORIDA PROFIT CORPORATION OR P.A.

HI-B RANCH, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAAFFIDAVITSTATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared CHARLES E. BRADSHAW III (the "Affiant"), who, being first duly sworn upon oath, deposes and state the following:

1. That Affiant is the duly-elected President of HI-B RANCH, INC., a Florida corporation assigned Document Number M97727 (the "Company"), and has personal knowledge of the business and operations of the Company.

2. The Company is executing and filing Articles of Dissolution with the Florida Department of State in order to voluntarily dissolve the Company.

3. Immediately upon filing the Articles of Dissolution, the Affiant will be incorporating a new corporation with the same name as the Company.

4. The Company hereby releases any rights the Company may have to the name "Hi-B Ranch, Inc.," and consents to the adoption of the name "Hi-B Ranch, Inc." by the Affiant.

5. This Affidavit is being made to induce the Florida Department of State to permit the Affiant to incorporate under the name "Hi-B Ranch, Inc."

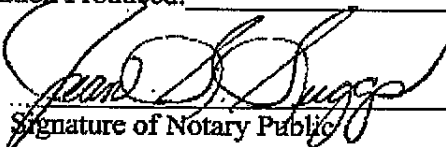
FURTHER AFFIANT SAYETH NAUGHT.


CHARLES E. BRADSHAW III
STATE OF FLORIDA)
COUNTY OF LAKE)

The foregoing instrument was acknowledged before me this 29th day of ~~November~~ ^{December}, 1999, by CHARLES E. BRADSHAW III.

X Personally Known
OR

Produced Identification; Type of Identification Produced: _____


Signature of Notary Public

Jean S. Suggs
Name of Notary Public

JEAN S. SUGGS
Notary Public, State of Florida
My Comm. Expires April 5, 2000
Comm. No. CC 535515

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SENT BY:

2- 9- 0 ; 9:56 ; ZIMMERMAN LAW FIRM→

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HI-B RANCH, INC.**

THE UNDERSIGNED, acting as sole incorporator of HI-B RANCH, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is HI-B RANCH, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 20841 State Road 19, Howey-in-the-Hills, Florida 34737. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is Post Office Box 65, Howey-in-the-Hills, Florida 34737.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation and the initial Registered Agent at such address are as follows:

Charles E. Bradshaw III
20841 State Road 19
Howey-in-the-Hills, Florida 34737

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Charles E. Bradshaw III
20841 State Road 19
Howey-in-the-Hills, Florida 34737

ARTICLE VII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced on the date on which these Articles of Incorporation are filed by the Department of State.

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the corporation are as follows:

Charles E. Bradshaw III
20841 State Road 19
Howey-in-the-Hills, Florida 34737

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 29th day of November, 1999.

December

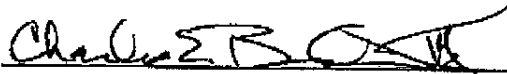

Charles E. Bradshaw III, Incorporator

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 29 day of ~~November~~, 1999.
December


Charles E. Bradshaw III, Registered Agent

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