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W. Wm. Ellsworth, Jr.
Counsellor at Law

P. O. Box ~~XXXX~~ 7667
Lakeland, Florida 33807-~~XXXX~~
(941) 644-9197
Fax: (941) 644-2785

April 12, 2000

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32301

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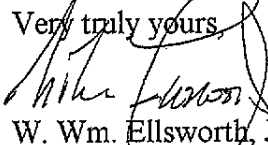
Re: Emerald Land Company

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of this proposed Corporation. Please endorse your approval on a certified copy and return to this office: P. O. Box 1797, Highland City, FL 33846-1797.

Also enclosed is a check in the amount of \$ 122.50 to cover the filing fee of \$35; the Certified Copy of Articles of Incorporation fee of \$52.50; and the Certificate of Registered Agent for Service of Process fee of \$35.

Thank you for your assistance in this matter.

Very truly yours,

W. Wm. Ellsworth, Jr.

WWEJr/jca
Enclosures

FILED
00 APR 13 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 18 2000

**ARTICLES OF INCORPORATION
OF
EMERALD LAND COMPANY**

FILED
00 APR 13 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Emerald Land Company.

ARTICLE II

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares of Common Stock having a nominal or par value of One Dollar (\$1.00) per share, all of which shall be Common Stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of that initial registered office and principal office of this Corporation is 3009 E. 540 A, Highland City, FL 33846, and the name of the initial Registered Agent of this Corporation at this address is J. C. Aldridge.

ARTICLE V

INITAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

J. C. Aldridge
P. O. Box 1797
Highland City, FL. 33846-1797

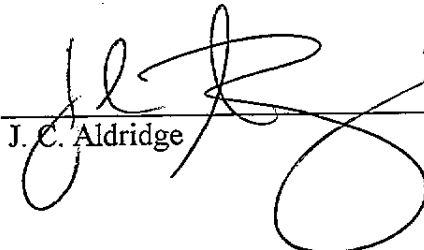
ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as an Incorporator is:

J. C. Aldridge
P. O. Box 1797
Highland City, FL. 33846-1797

IN WITNESS WHEREOF, the undersigned Subscriber has executed the Articles of Incorporation this 12th day of April, 2000.



J. C. Aldridge

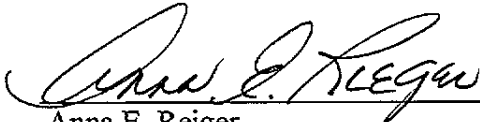
STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared J. C. Aldridge, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 12th day of April, 2000.



(Notary Seal)


Anna E. Reiger
Notary Public, State of Florida

FILED

00 APR 13 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

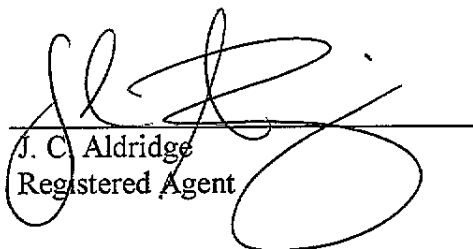
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That Emerald Land Company desiring to organize under the Laws of the State of
Florida with its principle office as indicated in the Articles of Incorporation, at the City of
Highland City, County of Polk, State of Florida, has named J. C. Aldridge, whose address
is 3009 E. 540 A, Highland City, FL. 33846, as its Agent to accept Service of Process
within the State.

ACKNOWLEDGEMENT

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


J. C. Aldridge
Registered Agent