



SAMOUCÉ, MURRELL & FRANCOEUR, P.A.

800 Laurel Oak Drive, Suite 300
Naples, Florida 34108

Robert C. Samouce
Robert E. Murrell
Philip M. Francoeur,

Telephone (941) 596-9522
Facsimile (941) 596-9525

April 28, 2000

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VIA UPS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/02/00--01042--018
*****78.75 *****78.75

Re: Rockfill Investments, Inc.
Our File No.: 00-181

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with our firm check numbered 2145 in the amount of \$78.75 for filing fee.

Please file and return a certified copy to our office.

Thank you for your cooperation.

Very truly yours,
SAMOUCÉ, MURRELL & FRANCOEUR, P.A.

Robert E. Murrell

Robert E. Murrell
For The Firm

REM:pms
Enclosures

FILED
00 MAY -1 PM 12:19
TALLAHASSEE, FLORIDA

AC

ARTICLES OF INCORPORATION
OF
ROCKFILL INVESTMENTS, INC.

FILED
00 MAY -1 PM 12:19
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

ROCKFILL INVESTMENTS, INC.

The principal place of business of this Corporation shall be 800 Laurel Oak Drive, Suite 300, Naples, Florida 34108 and its mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having One Dollar (\$1.00) par value per share.

ARTICLE IV. INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 800 Laurel Oak Drive, Suite 300, Naples, Florida 34108. The name of the initial registered agent of this Corporation at that address is Samouce, Murrell & Francoeur, P.A. Said registered agent accepts this designation as registered agent by his signature to these Articles.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

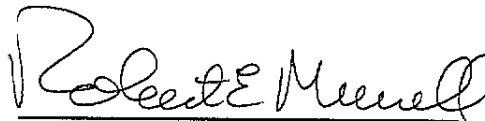
ARTICLE VI. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is Robert E. Murrell, 800 Laurel Oak Drive, Suite 300, Naples, FL 34108.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation, this 28th day of April, 2000.



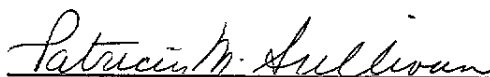
Robert E. Murrell
Incorporator,
Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 28th day of April, 2000, by Robert E. Murrell, he is personally known to me or has produced _____ as identification.

(NOTARY SEAL)

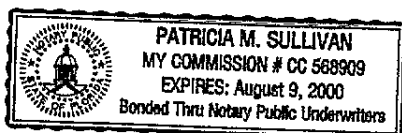
MY COMMISSION EXPIRES:



NOTARY PUBLIC SIGNATURE

NAME (Typed or Printed):

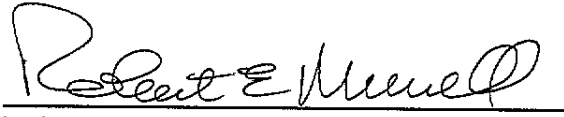
COMMISSION NUMBER:



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Samouce, Murrell & Francoeur, P.A., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Samouce, Murrell & Francoeur, P.A.

By: 
Robert E. Murrell, Vice President

FILED
00 MAY -1 PM 12:19
TALLAHASSEE, FLORIDA