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LAW OFFICES

SAVAGE, KRIM, SIMONS & JONES, LLC

CHARLES A. SAVAGE (1898-1994)
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(352) 732-8944
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May 9, 2000

GAINESVILLE OFFICE
SUITE 500
THE SEAGLE BUILDING
408 W. UNIVERSITY AVENUE
GAINESVILLE, FLORIDA 32601-5289
(352) 372-4263
FAX (352) 375-5365

Reply to Ocala Office

Secretary of State
Bureau of Corporate Records
PO Box 6327
Tallahassee, Florida 32314

Re: Class 1 Properties, Inc.

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-05/10/00--01090--015
*****78.75 *****78.75

Dear Sir or Madam:

We are enclosing the following documents:

1. The original and a copy of the Articles of Incorporation for the above referenced corporation.
2. The original and a copy of the Registered Agent form showing Gary C. Simons has accepted the fiduciary responsibility as Registered Agent of the Corporation.
3. Our general account check in the amount of \$78.75. This check represents: \$35.00 filing fee for Articles; \$8.75 for a certified copy thereof; and \$35.00 Registered Agent fee.

I have also enclosed a letter from the president of Class 1, Inc. and Class 1 Harness, Inc. stating that those corporate entities have no objection to the similarity of the names.

We would appreciate it if you would certify the copy of the Articles of Incorporation and return it to us with a Certificate of Incorporation.

Sincerely yours,


GARY C. SIMONS
For the Firm

GCS:md
Enclosure

D. BROWN MAY 15 2000

Class 1, Inc.
Class 1 Harness, Inc.
PO Box 4499
Ocala, Florida 34478

May 5, 2000

Secretary of State
Bureau of Corporate Records
PO Box 6327
Tallahassee, Florida 32314

Re: Class 1 Properties, Inc.

Gentlemen:

This letter is written to be sent to you simultaneously with the filing of the Articles of Incorporation for a new corporation to be known as Class 1 Properties, Inc. Please accept this letter as the consent of Class 1, Inc. and Class 1 Harness, Inc. to the filing of the new corporation to be known as Class 1 Properties, Inc. The new corporation to be known as Class 1 Properties, Inc. will be affiliated with the existing corporations Class 1, Inc. and Class 1 Harness, Inc. and we have no objection to the similarity of the names.

Sincerely yours,


RONALD L. EWERS, President

ARTICLES OF INCORPORATION
OF
CLASS 1 PROPERTIES, INC.

FILED
00 MAY 10 PM 12:37
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of this Corporation is **CLASS 1 PROPERTIES, INC.**

ARTICLE II
Duration

This Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation.

ARTICLE III
Purpose

A. The purpose or purposes for which this Corporation is organized is to own and manage real property; and

B. To engage in any lawful business activity authorized by the statutes of the State of Florida and to have and to exercise all powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to said laws and all acts mandatory and supplemental thereto.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue 7500 shares of common stock with a par value of \$1 each.

ARTICLE V
Principal Office

The principal office of this Corporation is: 607 NW 27th Avenue, PO Box 4499, Ocala, FL 34478.

ARTICLE VI
Initial Registered Agent

The name and street address of the initial registered agent are: GARY C. SIMONS, ESQ., 121 NW Third Street, Ocala, Florida 34475.

ARTICLE VII
Initial Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

1. RONALD L. EWERS, 607 NW 27th Avenue, PO Box 4499, Ocala, FL 34478
2. PHYLLIS E. EWERS, 607 NW 27th Avenue, PO Box 4499, Ocala, FL 34478.

ARTICLE VIII
Incorporators

The names and addresses of the persons signing these Articles of Incorporation are:

1. RONALD L. EWERS, 607 NW 27th Avenue, PO Box 4499, Ocala, FL 34478
2. PHYLLIS E. EWERS, 607 NW 27th Avenue, PO Box 4499, Ocala, FL 34478.

ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

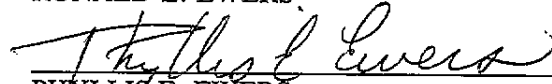
ARTICLE X
Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 8th day of May, 2000.




RONALD L. EWERS



PHYLLIS E. EWERS

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 8th day of May, 2000, by RONALD L. EWERS and PHYLLIS E. EWERS, who are personally known to me.



Notary Public, State of Florida


MARIANNE L. DE SALVO
NOTARY PUBLIC - State of Florida
Commission Expires - October 23, 2002
Commission No. CC 781768

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

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

First--That CLASS 1 PROPERTIES, INC., a Florida corporation desiring to organize
under the Laws of the State of Florida with its principal office as indicated in the Articles of
Incorporation, at the City of Ocala, County of Marion, State of Florida, has named **GARY C.
SIMONS**, located at 121 NW Third Street, Ocala, Florida 34475-6695, as its agent to accept
service of process within this State.

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



Gary C. Simons
Resident Agent

FILED
DO MAY 10 PM 12:37
CLERK OF DISTRICT COURT
STATE OF FLORIDA