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ACCOUNT NO. : 072100000032

REFERENCE : 727618 4800258

AUTHORIZATION :

Patricia Pygott

COST LIMIT : \$ 78.75

ORDER DATE : June 12, 2000

ORDER TIME : 2:21 PM

000003287750-8

ORDER NO. : 727618-005

CUSTOMER NO: 4800258

CUSTOMER: Adele R. Wailand, Esq
CASE, POMEROY & COMPANY, INC.
CASE, POMEROY & COMPANY, INC.
529 Fifth Avenue
Suite 1600
New York, NY 10017

DOMESTIC FILING

NAME: RIVERSIDE OCP LAND COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
JUN 13 PM 3:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 13 PM 4:02

g 6/14/00

ARTICLES OF INCORPORATION

OF

RIVERSIDE OCP LAND COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 13 PM 4: 03

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I
Name

The name of the Corporation shall be Riverside OCP Land Company.

ARTICLE II
Principal Office

The principal office of the Corporation is located at 10407 Centurion Parkway North, Suite 108, Jacksonville, Florida 32256, and its mailing address is the same.

ARTICLE III
Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 100 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI
Registered Office and Registered Agent

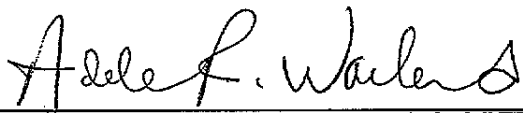
The street address of the initial registered office of the Corporation in the State of Florida shall be Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The initial registered agent of the Corporation at the registered office shall be Corporation Service Company.

ARTICLE VII
Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Adele R. Wailand, Esq.	Case, Pomeroy & Company, Inc. 529 Fifth Avenue, Suite 1600 New York, NY 10017-4608

Executed this 12th day of June, 2000


Adele R. Wailand, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 13 PM 4: 03

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Corporation Service Company

By:

Laura E. D. S.
Registered Agent

Date: June 13, 2000