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Wm. Patrick Fulford, Esq.

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*****78.75 *****78.75

June 26, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
00 JUN 29 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FL 32314

RE: Articles of Incorporation of Honey Bluff, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation together with the Acceptance of designation of registered agent for Honey Bluff, Inc. I have also enclosed my check in the amount of \$78.75 representing payment of \$35.00 for the filing fee, \$35.00 for the registered agent fee and \$8.75 for a certificate of status.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

WPF

Wm. Patrick Fulford

WPF/rrd
enclosure

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ORLANDO, FLORIDA 32802-2828
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AFFILIATED OFFICES THROUGHOUT THE UNITED STATES

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7-3
WPF

ARTICLES OF INCORPORATION
OF
HONEY BLUFF, INC.

FILED
00 JUN 29 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of 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 AND PRINCIPAL OFFICE

The name of this corporation shall be *HONEY BLUFF, INC.* The principal place of business and mailing address of *HONEY BLUFF, INC.* shall be as follows:

Principal place of business: 5301 Riverside Drive
Yankeetown, FL 34498

Mailing address: Post Office Box 222
Yankeetown, FL 34498

ARTICLE II
AUTHORIZED STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value Common Stock.

ARTICLE III
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the corporation.

ARTICLE IV
INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS M. TRAINER	3728 Rose of Sharon Drive, Orlando, FL 32808
PEGGY L. TRAINER	3728 Rose of Sharon Drive, Orlando, FL 32808

ARTICLE V
PREEMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights as set forth in Florida Statute §607.0630(2).

ARTICLE VI
INITIAL REGISTERED OFFICE,
REGISTERED AGENT AND RESIDENT AGENT

The street address of the initial registered office of this Corporation is 5301 Riverside Drive, Yankee Town, FL, 34498. The name of the initial Registered Agent and Resident Agent of the Corporation is THOMAS M. TRAINER.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) 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 (1). The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS M. TRAINER	3728 Rose of Sharon Drive, Orlando, FL 32808
PEGGY L. TRAINER	3728 Rose of Sharon Drive, Orlando, FL 32808

ARTICLE VIII
PURPOSE

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X
DURATION

This corporation shall have perpetual existence.

ARTICLE XI
RESTRICTIONS ON TRANSFER OF STOCK

This corporation is authorized to place restrictions upon any stock authorized or issued by this Corporation and to enter into agreement with stockholders concerning any stock authorized or issued by this corporation in the following respects:

1. The transferability or assignment of such stock.
2. The preemptive right of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment.
3. The redemption or purchase of such stock by the Corporation.
4. The sale, pledge, and involuntary transfer of such stock.

ARTICLE XII
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 subscriber has executed these Articles of Incorporation this 27th day of June, 2000 being the sole stockholder, this date the undersigned adopts these Articles of Incorporation.



THOMAS M. TRAINER



PEGGY L. TRAINER

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS M. TRAINER and PEGGY L. TRAINER, known to me and known to me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed. They are personally known to me or produced N/A as identification. THOMAS M. TRAINER and PEGGY L. TRAINER (did)/(did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 27th day of June, 2000.



Georganna Bender
My Commission CC665160
Expires July 20, 2001

Georganna Bender
Notary Public, State of Florida
July 20, 2001
My commission expires:

ACCEPTANCE

FILED
00 JUN 29 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FL 32301

I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open.




THOMAS M. TRAINER

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS M. TRAINER, well known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed. He is personally known to me or produced N/A as identification. THOMAS M. TRAINER (did)/(did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 27th day of June, 2000.

 Georganna Bender
My Commission CC685180
Expires July 20, 2001



Notary Public, State of Florida

July 20, 2001

My commission expires: