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A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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* ALSO ADMITTED TO GEORGIA BAR

October 11, 2000

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

Re: Badger Ranch, Inc.

Dear Sir or Madam:

Enclosed are the signed original and a signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$87.50 for the filing and certified copy fees.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation to this office.

Thank you in advance for your assistance. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Milton J. Figueroa

MJF:mjf
Enclosures

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*****87.50 *****87.50

FILED
00 OCT 16 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-18
WCC

ARTICLES OF INCORPORATION
OF
BADGER RANCH, INC.

FILED
00 OCT 16 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name of the corporation is: Badger Ranch, Inc. The principal place of business, and mailing address of the corporation is: 26522 Dallas Dr, Brooksville, FL 34602.

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, county, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
ADDRESS

The name and street address of the registered agent of the corporation is: Milton J. Figueroa, Esquire, 332 N. Magnolia Avenue, Orlando, Florida 32801.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

This corporation shall have two (2) Directors initially. The name and street address of the members of the Board of Directors are: JAMES N. BADGER AND ESTHER BADGER, 26522 Dallas Dr, Brooksville FL 34602.

ARTICLE VII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

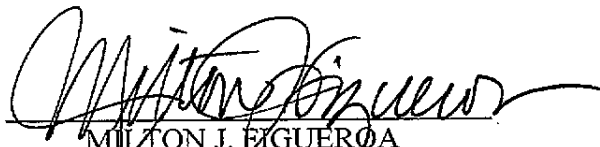
President/Treasurer
JAMES N. BADGER
26522 Dallas Dr, Brooksville FL 34602

Vice-President/Secretary
ESTHER BADGER
26522 Dallas Dr, Brooksville FL 34602

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is MILTON J. FIGUEROA, ESQUIRE, 332 N. Magnolia Avenue, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the 11th day of October, 2000.

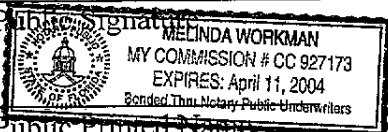

MILTON J. FIGUEROA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of October, 2000, by Milton Figueroa, who is personally known to me or who has provided _____ as identification, and who did take an oath.

Melinda S. Workman

Notary Public Signature

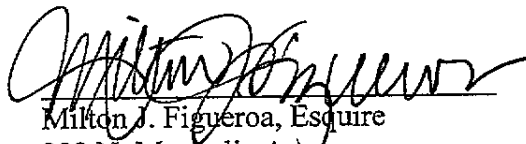


Notary Public Printed Name

My Commission Expires: 4/11/04

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for
Badger Ranch, Inc.



Milton J. Figueroa, Esquire
332 N. Magnolia Avenue
Orlando, Florida 32801

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of
October, 2000, by MILTON J. FIGUEROA, who, is personally known to me or who
has provided _____ as identification, and who did take an oath.


Notary Public Signature


Notary Public Printed Name
My Commission Expires: 4/11/04

FILED
00 OCT 16 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA