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Dale S. Wilson
Attorney at Law

718 N. ORANGE AVENUE
P.O. BOX 1808
GREEN COVE SPRINGS, FLORIDA
32043

FILED

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October 25, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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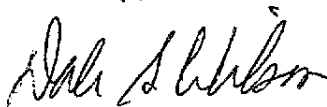
I.W. LAND AND PROPERTIES, Inc.
RE: COUSINS PROPERTIES, INC.
FOR PROFIT

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of COUSINS PROPERTIES, INC., a corporation for profit. Also enclosed is my Trust Account check in the sum of \$122.50 as and for your filing fee. I would appreciate your forwarding a copy of the Articles of Incorporation to my attention once they have been filed.

Your assistance in this regard is greatly appreciated.

Sincerely,



Dale S. Wilson

DSWpph
Enclosures

PH 11/7/00 ~~W 260/4~~ 10/30/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 30, 2000

DALE S WILSON, ESQ.
718 N ORANGE AVE
GREEN COVE SPRINGS, FL 32043

SUBJECT: COUSINS PROPERTIES, INC.
Ref. Number: W00000026014

We have received your document for COUSINS PROPERTIES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 200A00056324

Dale S. Wilson
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MEMO

To: Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

From: Dale S. Wilson

Subject: 200A00056324

Date: November 3, 2000

Enclosed please find Articles of Incorporation for I. W. Land and Properties, Inc., submitted previously under the name of Cousins Properties, Inc. My trust check in the amount of \$122.50 was mailed with the original package. Please return a copy of the Articles of Incorporation to my office. Thank you!

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

I. W. LAND AND PROPERTIES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under the laws of the State of Florida.

ARTICLE I.

The name of this Corporation is I. W. LAND AND PROPERTIES, INC.

ARTICLE II. NATURE OF BUSINESS.

The general character, purpose, and nature of business to be transacted by this Corporation is: land development and sales and any other business activities pursuant to the laws of the State of Florida.

ARTICLE III. CAPITOL STOCK.

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the shareholders; provided, however, that in the event of such designation, if specifically made by the shareholders, said stock shall be deemed voting.

ARTICLE IV. INITIAL CAPITAL.

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this Corporation is to be at 1698 Rob Baxley Road, Middleburg, FL 32068.

ARTICLE VII. RESIDENT AGENT.

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

That I. W. LAND AND PROPERTIES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1698 Rob Baxley Road, Middleburg, FL 32068, has named, ARTHUR MONROE WILBUR, JR., as agent to accept service of process within the state at the address of 1698 Rob Baxley Road, Middleburg, FL 32068.

ACKNOWLEDGMENT

Having been named to accept service of process for I. W. LAND AND PROPERTIES, INC., at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


RESIDENT AGENT: ARTHUR MONROE WILBUR, JR.

ARTICLE VIII.

The affairs of the Corporation shall be managed by its shareholders, rather than a Board of Directors.

ARTICLE IX. OFFICERS.

The initial officers of I. W. LAND AND PROPERTIES, INC., who shall serve until their successors are elected are as follows:

Arthur Monroe Wilbur, Jr., President
Address: 1698 Rob Baxley Road
Middleburg, FL 32068

Arthur Carl Ivey, Vice-President
Address: 598 CR 226
Green Cove Springs, FL 32043

ARTICLE X. SUBSCRIBER.

The name and street address of the subscriber to these Articles of Incorporation is ARTHUR MONROE WILBUR, JR., 1698 Rob Baxley Road, Middleburg, FL 32068.

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ARTICLE XI. EFFECTIVE DATE.

These Articles of Incorporation shall be effective on the date they are acknowledged.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles be made.

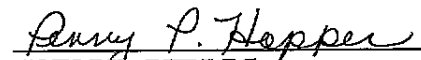
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of November, 2000.



ARTHUR MONROE WILBUR, JR.

State of Florida
County of Clay

Before me, the undersigned notary public, personally appeared, ARTHUR MONROE WILBUR, JR., to well known to be the individual described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed. I relied upon the following form of identification: "Personally Known to Me" and an oath was taken.

WITNESS MY HAND AND SEAL in the county and state above named this 3rd day of November, 2000.


NOTARY PUBLIC
My Commission Expires:

 Penny P Hopper
My Commission CC851173
Expires July 28, 2003