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GRIFFIN HELWIG, P.A.
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Griffin Helwig

SECRETARY OF STATE
JANUARY 2, 2001
TALLAHASSEE, FLORIDA

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-01/04/01--01088--007
****122.50 *****78.75

Re: ARROCHAR PROPERTIES, INC.

Dear Sir/Madam:

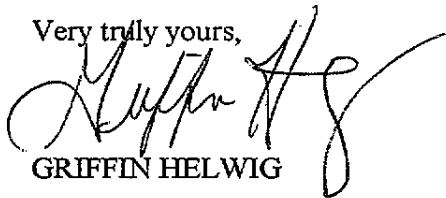
I have enclosed the original and a copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is my check in the amount of \$122.50 for the cost of the filing fee and a certified copy of the Articles of Incorporation.

I would appreciate you filing the Articles and forwarding the certified copy to me at the above address.

Thank you for your assistance in this matter.

Very truly yours,


GRIFFIN HELWIG

GH/abc
Encl.

Re 1/9/01

ARTICLES OF INCORPORATION

OF

ARROCHAR PROPERTIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **Arrochar Properties, Inc.**

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 3167 Marbon Road, Jacksonville, Florida, 32223. The name of the initial registered agent and address of the registered

agent for the corporation is TOM D. McFARLAND, 3167 Marbon Road, Jacksonville, Florida, 32223.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) members who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as initial Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
TOM D. McFARLAND	3167 Marbon Road Jacksonville, Florida 32223
NANCY S. McFARLAND	3167 Marbon Road Jacksonville, Florida 32223

The Directors shall be elected in accordance with the By-laws of the corporation.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
TOM D. McFARLAND	3167 Marbon Road Jacksonville, Florida 32223

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

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The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI - DETERMINATION OF CONSIDERATION

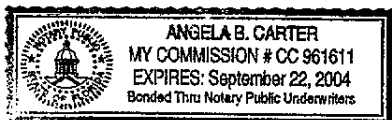
The stockholders shall have the right to determine, in every instance, the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 29 day of December, 2000.


TOM D. McFARLAND

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29 day of December, 2000, by TOM D. McFARLAND, who produced FL Driver License as identification.




Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent of Arrochar Properties, Inc.


TOM D. McFARLAND