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REAL PROPERTY
PROBATE

February 14, 2001

Secretary of State
The Capitol
Tallahassee, Florida 32314

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-02/20/01--01011--001
*****70.00 *****70.00

Attn: Division of Corporations

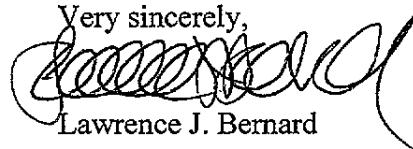
Re: Articles of Incorporation for
Tri-Properties, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the above referenced Articles which are enclosed for filing with your office. I have also enclosed my firm check in the amount of \$70.00 to pay for your fees.

Thank you for your assistance in this matter.

Very sincerely,



Lawrence J. Bernard

LJB:jlrm

FILED
01 FEB 19 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lawrence Bernard gave
AUTHORIZATION BY PHONE TO
CORRECT Art 3
DATE 2/20/01
DOC. EXAM BM

B. McKnight FEB 20 2001

**ARTICLES OF INCORPORATION
OF
TRI-PROPERTIES, INC., a Florida corporation**

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

**ARTICLE ONE
NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation shall be: TRI-PROPERTIES, INC., a Florida corporation.
The address of the principal office of the corporation is: P.O. Box 350147, Jacksonville, Florida 32235.

ARTICLE TWO - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE THREE - DURATION

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - INCORPORATORS

The name and address of the person signing these Articles is:

Charles H. Apelgren
P.O. Box 350147
Jacksonville, Florida 32235

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01 FEB 19 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

NAME	SHARES
Charles H. Apelgren	40 shares
Jeremy Miller	40 shares
Marshall Welton	20 shares

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 501 E. Bay Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at this address is Charles H. Apelgren.

ARTICLE TEN
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial director(s) of this corporation is:

Charles H. Apelgren
P.O. Box 350147
Jacksonville, Florida 32235

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President/Director	Charles H. Apelgren
Treasurer	P.O. Box 350147 Jacksonville, Florida 32235
Vice-President	Marshall Welton 3720 N. Washington Boulevard Indianapolis, Indiana 46205
Secretary	Jeremy Miller 6609 Morganford Road Charlotte, North Carolina 28211

ARTICLE TWELVE
SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE THIRTEEN - INDEMNIFICATION

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

ARTICLE FOURTEEN - AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of February, 2001.



Charles H. Apelgren

STATE OF FLORIDA

COUNTY OF DUVAL

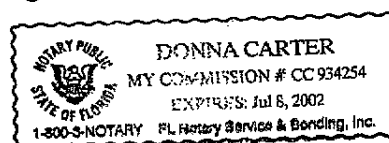
The foregoing instrument was sworn to and subscribed before me this 13th day of February, 2001, by Charles H. Apelgren, who is personally known to me or who has produced FLDL as identification.



Signature of person taking acknowledgment

DONNA CARTER

Printed name of person taking
acknowledgment




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that TRI-PROPERTIES, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Charles H. Apelgren, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.



Charles H. Apelgren

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01 FEB 19 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA