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Jack Locklin, Jr.  
Board Certified  
Real Estate Attorney

Angela J. Jones

March 1, 2001

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-03/05/01--01053--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: TALLROCK, INC.

Dear Sirs:

Enclosed are an executed original and one copy of the Articles of Incorporation of TALLROCK, INC., and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	8.75
Total .....	\$ 78.75

FILED  
01 MAR -5 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification.

Yours very truly,

  
Sheila T. Taylor  
Assistant to Angela J. Jones

AJJ/stt  
Enclosures

P4  
3/8/01

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TALLROCK, INC.

ARTICLE I

The name of this corporation is: **TALLROCK, INC.**

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The purpose of this corporation is to purchase and own real estate and any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4354 Highway 90, Pace, Florida 32571, and the name of the initial registered agent of this corporation at that address is Jerry R. Wilson. The principal office of this corporation is located at 4354 Highway 90, Pace, Florida 32571.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors, initially. The

number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Dewayne J. Davidson	5663 Champions Drive Pace, Florida 32571
Jerry R. Wilson	4354 Highway 90 Pace, Florida 32571
Doug Brauneck	3960 Overlook Circle Pace, Florida 32571
W.S. Wilson	6016 Roland Road Pace, Florida 32571

#### ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Jerry R. Wilson, 4354 Highway 90, Milton, Florida 32571.

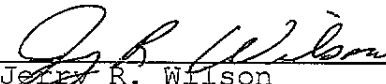
#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 27<sup>th</sup> day of February, 2001.

  
\_\_\_\_\_  
Jerry R. Wilson

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared Jerry R. Wilson, to me well known and known to me to be the individuals described in or who presented Florida drivers licenses as identification, and who executed the foregoing Articles of Incorporation of **TallRock, Inc.**, and being duly sworn acknowledged that they executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 27<sup>th</sup> day of February, 2001.

Shirley E. Wilkerson  
Notary Public  
My commission expires: \_\_\_\_\_

**SHIRLEY E. WILKERSON**  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC906735  
EXPIRES 1/31/2004  
BONDED THRU ASA 1-888-NOTARY1

FILED

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

01 MAR -5 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

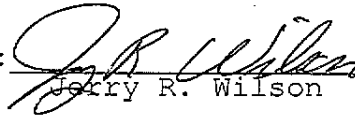
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

**TALLROCK, INC.**, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Pace, Santa Rosa County, Florida, has named Jerry R. Wilson, 4354 Highway 90, Pace, Florida 32571, as agent to accept service of process within the state.

Dated this the 27<sup>th</sup> day of February, 2001.

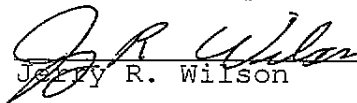
**TALLROCK, INC.**

BY:

  
Jerry R. Wilson

ACCEPTANCE

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 provisions of the act relative to keeping open an office.

  
Jerry R. Wilson