

CROTTY & BARTLETT, P.A.
1800 WEST INTERNATIONAL SPEEDWAY BOULEVARD
BUILDING 2, SUITE 201
DAYTONA BEACH, FLORIDA 32114

Laurence H. Bartlett
Kathleen L. Crotty
Michael D. Crotty

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April 12, 2001

VIA FEDERAL EXPRESS

Katherine Harris, Secretary
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Bellows Falls Land Holding Company, Inc.

100004008661--2
-04/13/01--01086--005
*****122.50 *****78.75

Dear Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named corporation. After filing, please return a **stamped** copy of the Articles of Incorporation to the undersigned at the above address. Also enclosed please find our firm's check in the amount of \$122.50 to cover the cost of the filing fee and the cost of one certified copy.

Thank you in advance for your prompt attention to this matter. If you should have any questions, please feel free to contact the undersigned.

Sincerely,


Kathleen L. Crotty

KLC/aw
enclosures

PO10000 38537

FILED
01 APR 13 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
fw

D. WHITE APR 17 2001

ARTICLES OF INCORPORATION

for

BELLOWS FALLS LAND HOLDING COMPANY, INC.

FILED

01 APR 13 AM 10:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

BELLOWS FALLS LAND HOLDING COMPANY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Physical Address: 1800 West International Speedway Boulevard
Building 2, Suite 201
Daytona Beach, Florida 32114

Mailing Address: 1800 West International Speedway Boulevard
Building 2, Suite 201
Daytona Beach, Florida 32114

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares with a par value of \$1.00.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

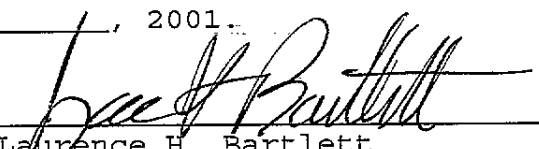
LAURENCE H. BARTLETT
Crotty & Bartlett, P.A.
1800 W. International Speedway Boulevard
Building 2, Suite 201
Daytona Beach, Florida 32114


ARTICLE V - INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Laurence H. Bartlett	1800 W. International Speedway Blvd. Building 2, Suite 201 Daytona Beach, Florida 32114
Kathleen L. Crotty	1800 W. International Speedway Blvd. Building 2, Suite 201 Daytona Beach, Florida 32114

The undersigned have executed these Articles of Incorporation
this 12th day of April, 2001.


Laurence H. Bartlett
Incorporator


Kathleen L. Crotty
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of §607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BELLS FALLS LAND HOLDING COMPANY, INC.

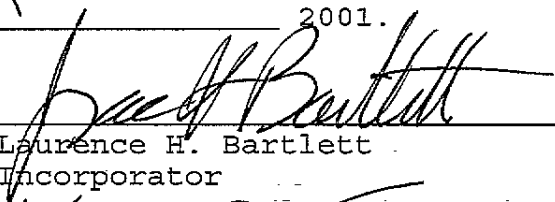
2. The name and address of the registered agent and office are:

**LAURENCE H. BARTLETT
CROTTY & BARTLETT, P.A.
1800 W. International Speedway Boulevard
BUILDING 2, SUITE 201
DAYTONA BEACH, FLORIDA 32114**

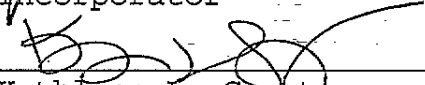
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Dated this 12th day of April, 2001.



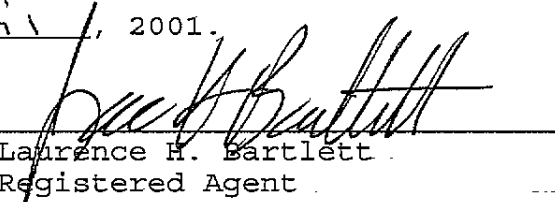
Laurence H. Bartlett
Incorporator



Kathleen L. Crotty
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 12th day of April, 2001.



Laurence H. Bartlett
Registered Agent