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W. Wm. Ellsworth, Jr.

Counselor at Law

P. O. Box ~~XXXX~~ 7667

Lakeland, Florida 33807-~~XXXX~~

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863

May 1, 2001

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32301

2001 MAY -4 AM 9:02
RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: SANDY COVE PROPERTIES, INC

000004135580--1
-05/04/01--01017--013
*****78.50 *****78.50

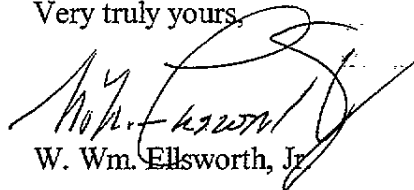
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of this proposed Corporation. Please endorse your approval on a certified copy and return to this office: P. O. Box 7667, Lakeland, FL 33807-7667.

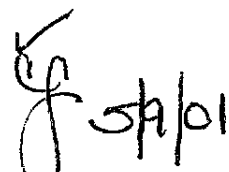
Also enclosed is a check in the amount of \$78.75 to cover the Filing Fee of \$35; the Certificate of Registered Agent for Service of Process fee of \$35; and the fee for a Certified Copy of Articles of Incorporation of \$8.75 (less than 8 pages).

Thank you for your assistance in this matter.

Very truly yours,


W. Wm. Ellsworth, Jr.

WWEJr/lzf
Enclosures



ARTICLES OF INCORPORATION
OF
SANDY COVE PROPERTIES, INC.

2001 MAY -4 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

• **NAME**

The name of this Corporation is SANDY COVE PROPERTIES, INC.

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares of Common Stock having a nominal or par value of One Dollar (\$1.00) per share, all of which shall be Common Stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of that initial registered office and principal office of this Corporation is 6700 S. Florida Avenue, Suite #6, Lakeland, Florida 33813, and the name of the initial Registered Agent of this Corporation at that address is W. Wm. Ellsworth, Jr.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

W. Wm. Ellsworth, Jr.
6700 S. Florida Avenue, Suite #6
Lakeland, Florida 33813


ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as an Incorporator is

W. Wm. Ellsworth, Jr.
6700 S. Florida Avenue, Suite #6
Lakeland, Florida 33813

IN WITNESS WHEREOF, the undersigned Subscriber has executed the Articles of Incorporation this 1st day of May, 2001.



W. Wm. Ellsworth, Jr.

STATE OF FLORIDA
COUNTY OF POLK

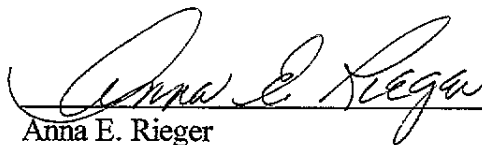
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared W. Wm. Ellsworth, Jr., who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 1st day of May, 2001.

(Notary Seal)



Anna E Rieger
My Commission CC823980
Expires April 6, 2003



Anna E. Rieger
Notary Public, State of Florida

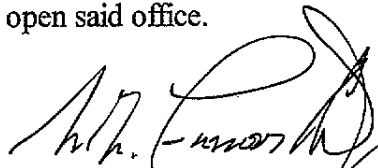
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That SANDY COVE 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 6700 S. Florida Avenue, Suite #6, Lakeland, Florida 33813, has named W. Wm. Ellsworth, Jr., whose address is 6700 S. Florida Avenue, Suite #6, Lakeland, Florida 33813, as its Agent to accept Service of Process within the 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 provisions of said Act relative to keeping open said office.



W. Wm. Ellsworth, Jr.
Registered Agent

FILED
2001 MAY -4 AM 9:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA