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Swann & Hadley, P.A.

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01 August 2001
VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Britt Farming Company Management, Inc.

Dear Sir or Madam:

Enclosed for filing please find Articles of Incorporation for Britt Farming Company Management, Inc. along with our check in the amount of \$78.25 for your fees representing the filing fee of \$35.00, registered agent fee of \$35.00 and your fee of \$8.25 for a certified copy.

I have also enclosed a return Federal Express prepaid envelope for your use in returning the certified copy and your letter and certificate of incorporation.

Thank you for your prompt assistance in this regard.

Sincerely,

Dictated - NOT READ
SENT TO AVOID DELAY

Ralph V. Hadley, III

/jst
Enclosures

FILED
01 AUG -2 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/7/01
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01 AUG -2 AM 10:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BRITT FARMING COMPANY MANAGEMENT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BRITT FARMING COMPANY MANAGEMENT, INC.

The address of the principal office of this corporation shall be:

996 East Plant Street
Winter Garden, FL 34787

and the mailing address of the corporation shall be:

Post Office Box 770308
Winter Garden, FL 34787

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be:

1031 West Morse Boulevard
Suite 160
Winter Park, Florida 32789

and the name of the initial registered agent of the corporation at that address is:

SWANN & HADLEY, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have three directors, initially. The names of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

R. S. Holland
996 E. Plant Street
Winter Garden, FL 34787

Constance B. Holland
996 E. Plant Street
Winter Garden, FL 34787

Thomas C. DeLoach
996 E. Plant Street
Winter Garden, FL 34787

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATORS

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

Thomas C. DeLoach
996 E. Plant Street
Winter Garden, FL 34787

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, have hereunto set his hand and seal this 30th day of

July, 2001.

Thomas C. DeLoach
Thomas C. DeLoach

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 30th day of July, 2001,
by Thomas L. DeLoach, who is personally known to me or has produced
 as identification.

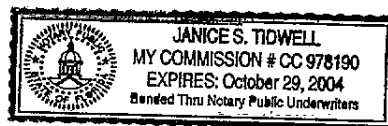
NOTARY PUBLIC

(Sign) Janice S. Tidwell
(Print) _____

STATE OF FLORIDA AT LARGE (SEAL)

MY COMMISSION EXPIRES:

COMMISSION NO. _____



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Swann & Hadley, P.A., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

SWANN & HADLEY, P.A.

By: 

Ralph V. Hadley, III

FILED
01 AUG -2 AM 10:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA