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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

Phone: 904-254-6907
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August 2, 2001

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

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-08/09/01--01091--010
***122.50 ***78.75


RE: THE MAGNOLIA & COMPANY, INC.

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,



Michael D. Crotty

MDC/aw
enclosures

FILED
01 AUG 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-24-01
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690

ARTICLES OF INCORPORATION

for

THE MAGNOLIA & COMPANY, INC.

FILED
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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:

THE MAGNOLIA & COMPANY, INC.

ARTICLE II - PRINCIPAL OFFICE

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

Physical Address: 185 West Highway 40
Barberville, Florida 32105

Mailing Address: Post Office Box 92
Barberville, Florida 32105

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:

MICHAEL D. CROTTY
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>
Matthew Roth	Post Office Box 92 Barberville, Florida 32105

The undersigned have executed these Articles of Incorporation
this 2nd day of August, 2001.


Matthew Roth
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:

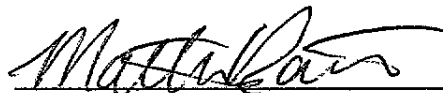
THE MAGNOLIA & COMPANY, INC.

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

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

Dated this 2nd day of August, 2001.

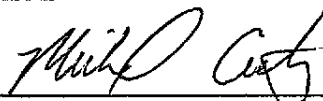
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01 AUG 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Matthew Roth
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 2nd day of August, 2001.



Michael D. Crotty
Registered Agent