

LAW OFFICES OF
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September 14, 2001

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

9/14/01

Re: Articles of Incorporation for:
SHEPHERD LAKE CORPORATION

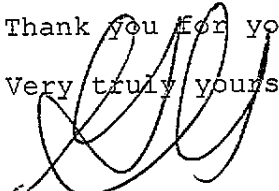
Dear Sir/Madam:

Enclosed are the Articles of Incorporation for SHEPHERD LAKE CORPORATION, together with our firm's check in the amount of \$87.50 for the filing fee (\$78.75); and Certificate of Good Standing (\$8.75).

Kindly file the original Articles of Incorporation and return a file-stamped copy to our office in the stamped, self-addressed envelope provided.

Thank you for your cooperation.

Very truly yours,


Grace Anne Glavin

GAG/msg
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED SEP 18 2001

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ARTICLES OF INCORPORATION

FOR

SHEPHERD LAKE CORPORATION

The Undersigned, acting as incorporators of this business corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Business Corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

Article I - Name of Corporation

The name of the corporation shall be SHEPHERD LAKE CORPORATION

Article II - Term of Existence

This corporation shall begin its corporation existence as of the 14th day of September 2007, and shall exist perpetually.

Article III - General Purpose

The general purpose for which this corporation is organized shall be real estate acquisition and related products and services, and all things in connection therewith that are related under the laws of the State of Florida. The business of the corporation shall be limited to the foregoing activities.

Article IV - Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

Article V

Registered Office, Registered Agent and Principal Office

The street address of the initial Registered Office of the corporation in the State of Florida will be 1340 Tusawilla Road, Suite 106, Winter Springs, Florida 32708, and the name of the initial Registered Agent at such address is GRACE ANNE GLAVIN.

The street address of the Principal Office of the corporation is 1760 Beacon Drive, Sanford, Florida, 32771.

Article VI - Directors and Incorporation

- A. The initial number of Directors of this corporation shall be two (2).
- B. The number of Directors may be increased or diminished from time to time with by-laws adopted by the shareholders, but shall never be less than two (2).

The names and addresses of the incorporator of this corporation and the initial member

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TALLAHASSEE, FLORIDA

of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and are qualified are:

<u>Name</u>	<u>Address</u>
NEIL C. CHAPMAN, JR.	1760 Beacon Drive Sanford, Florida 32771
ARTHUR WELLS ISHAM	P.O. Box 951604 Lake Mary, Florida 32795

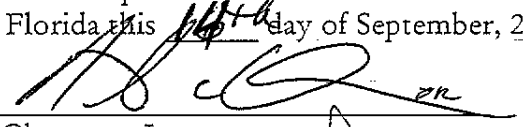
Article VII - Amendment to Articles

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

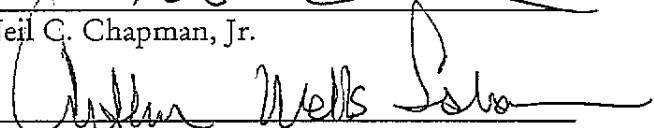
Article VIII - Indemnification

The corporation shall indemnify any incorporator, officer or director, of any former incorporator, officer or director, to the full extent permitted by law.

THE WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at Winter Springs, Florida this 14th day of September, 2001.



Neil C. Chapman, Jr.

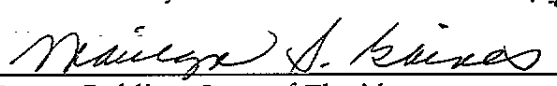


Arthur Wells Isham

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared Neil C. Chapman, Jr. and Arthur Wells Isham who has produced FL Driver Licenses as identification and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of September, 2001.



Notary Public - State of Florida

My Commission expires:



Marilyn S. Gaines
MY COMMISSION # CC907935 EXPIRES
April 26, 2004
BONDED THRU TROY FAIR INSURANCE, INC.


CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091, Florida Statutes, the following is submitted in compliance with said Act; that Shepherd Lake Corporation desiring to organize under the Laws of the State of Florida, with its principal place of business at Sanford, Florida, has named GRACE ANNE GLAVIN, located at 1340 Tusawilla Road, Suite 106, Winter Springs, Florida, as its Agent to accept service of process within Florida.

Acknowledgment

Having been named to accept service of process for the above stated corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said Statutes relative to the proper and complete performance of my duties.

DATED this 14th day of September 2001.



Grace Anne Glavin

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