

100004694211-5
W. Wm. Ellsworth, Jr.
Counsellor at Law

P.O. Box ~~8422~~ 7667
Lakeland, Florida 33807-~~0000~~
(941) 644-9197
Fax: (941) 644-2785

November 21, 2001

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

100004694211-5
-11/27/01--01008--004
*****78.50 *****78.50

Re: WORTHMORE PROPERTIES, INC.

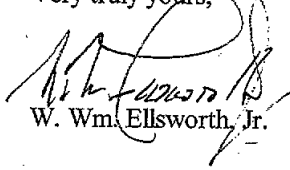
Gentlemen:

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 in the enclosed Federal Express return envelope prepaid to P. O. Box 7667, Lakeland, FL 33807-7667.

Also enclosed is a check in the amount of \$78.50 to cover the filing fee of \$35; the Certificate of Registered Agent for Service of Process fee of \$35.00; 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/lst
Enclosures

FILED
01 NOV 26 AM 7:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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D. WHITE NOV 28 2001

ARTICLES OF INCORPORATION
OF
WORTHMORE PROPERTIES, INC.

FILED
01 NOV 26 AM 7:44
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 Worthmore 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.
P O Box 7667
Lakeland, Florida 33807-7667

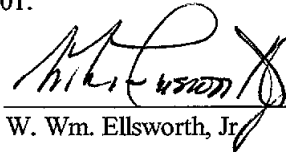
ARTICLE VI

INCORPORATOR

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

W. Wm. Ellsworth, Jr.
P O Box 7667
Lakeland, Florida 33807-7667

IN WITNESS WHEREOF, the undersigned Subscriber has executed the Articles of
Incorporation this 21ST day of November, 2001.




W. Wm. Ellsworth, Jr.

STATE OF FLORIDA
COUNTY OF POLK

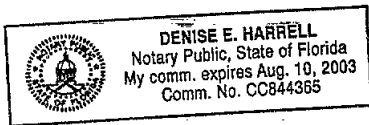
Before me, a Notary Public authorized to take acknowledgments in the State and County set
forth above, personally appeared W. Wm. Ellsworth, Jr. who is personally known to me and known
by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged
before me that he executed 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 21st day of November, 2001.

(Notary Seal)



Denise E. Harrell
Notary Public, State of Florida



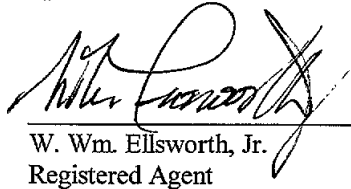
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That WORTHMORE 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
01 NOV 26 AM 7:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA