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January 11, 2002

FILED  
02 JAN 14 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

600004772896--3  
-01/14/02--01049--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Cliftwood Corp.

Dear Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the above captioned corporation, together with a check in the amount of \$70.00 representing your fees.

Please file this corporation and forward a copy of the Articles to me at the above post office address.

Thank you for your attention to this matter.

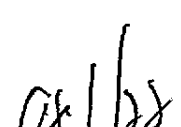
Very truly yours,



THOMAS C. RANREW, JR.  
For the Firm

TCRjr

Enclosures



ARTICLES OF INCORPORATION

OF

CLIFTWOOD CORP.

ARTICLE I - Name

The name of this corporation is CLIFTWOOD CORP.

ARTICLE II - Duration

The period of its duration is perpetual.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business and activities permitted under the laws of the United States and Florida.

ARTICLE IV - Capital Stock and Voting Rights

The aggregate number of shares which this corporation shall have authority to issue and have outstanding at any time shall be 7,500 shares of common stock of par value of \$1.00 per share.

ARTICLE V - Initial Registered Office  
Principal Office and Mailing Address

The street address of the initial registered office, the principal office and mailing address of the corporation is 1100 SE 52nd Court, Ocala, Florida 34471.

ARTICLE VI - Initial Registered Agent-  
Designation and Acceptance

The name of the initial registered agent of this corporation is MONA G. BRINSON, whose address is 1100 SE 52nd Court, Florida 34471, who signed these Articles of

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Incorporation to indicate her acceptance and agreement to act in this capacity as contemplated by Section 607.034, Florida Statutes.

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ACCEPTANCE

I HEREBY accept the appointment as Registered Agent of CLIFTWOOD CORP., and acknowledge that I am familiar with the duties of Registered Agent as set forth in Section 607.325, Florida Statutes.

  
MONA G. BRINSON

ARTICLE VII - Board of Directors

The corporation shall initially have two Directors, who shall serve concurrent one-year terms. The number of Directors may be increased or decreased by amendment to the By-Laws of the corporation. The directors shall be elected annually in accordance with the by-laws of the corporation. The name and address of the initial Director of this corporation are:

MONA G. BRINSON  
1100 SE 52nd Court  
Ocala, FL 34471

M. M. BRINSON, III  
1100 SE 52nd Court  
Ocala, FL 34471

ARTICLE VIII - Amendment of Articles

These Articles of Incorporation shall only be amended by a majority vote of the

shares carrying voting rights.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles  
of Incorporation this 10 day of January, 2002..

SUBSCRIBER:

  
MONA G. BRINSON