

Lynnette James Callender

ATTORNEY AT LAW

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FILED
02 JAN 31 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 28, 2002

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

Subject: P. D. RIVER, INC.

Dear Sir or Madam:

Enclosed please find an original and one [1] copy of the Articles of Incorporation for the above-named corporation, with a check for \$78.75, filing fee, payable to: Florida Department of State. *Please include a Certificate of Status.*

Kindly acknowledge receipt and filing of same by placing your date stamp on the enclosed copy of the Articles of Incorporation and return same to the undersigned in the envelope provided.

If you should require additional information, please contact me.

Respectfully,

Lynnette James Callender

Lynnette James Callender,
Attorney At Law

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LJC/dml
Enclosures

01/31/02

ARTICLES OF INCORPORATION

OF

P. D. RIVER, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida and in compliance with Chapter 607 and /or Chapter 621, F.S.. These Articles of Incorporation may be amended only by the unanimous vote of the stockholders.

ARTICLE I. NAME

The name of this corporation shall be:

P. D. RIVER, INC.

ARTICLE II. PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida is 234 Beachway Drive, Palm Coast, Florida, 32137, in care of EDITH CUNNINGHAM. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE III. PURPOSE OF THE BUSINESS

The purpose for which the corporation is organized is: to purchase and sell real property and to engage in every and any respect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property of the corporation, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government.

This corporation is to exist perpetually.

ARTICLE IV. SHARES

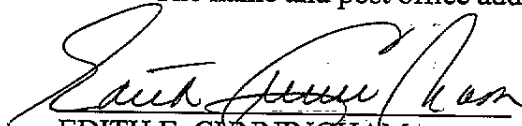
The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a par value of One Dollar and NO/100 (\$1.00). The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock.

The amount of capital with which this corporation will begin business is One Hundred Dollars and NO/100 (\$100.00).

ARTICLE V. INITIAL OFFICER AND DIRECTOR

The corporation shall have one director and shareholder initially. Then number of directors may be increased from time to time, by By-laws adopted by the stockholders.

The name and post office address of the initial director and shareholder is:



EDITH E. CUNNINGHAM/

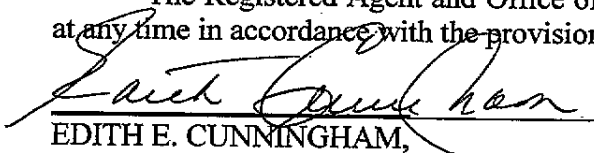
President/Secretary/Treasurer/ Director

residence: 234 Beachway Drive
Palm Coast, FL 32137

ARTICLE VI. REGISTERED AGENT AND OFFICE

The Registered Agent and Office for this Corporation shall be EDITH E. CUNNINGHAM, to accept service of process within the State as to this Corporation.

The Registered Agent and Office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.



EDITH E. CUNNINGHAM,

Registered Agent

DATE: January 28, 2002.

ARTICLE VII. INCORPORATOR

The name and post office address of the sole incorporator of these Articles of Incorporation is:

Edith E. Cunningham
EDITH E. CUNNINGHAM

Incorporator

DATE: January 28, 2002.

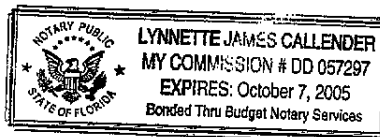
residence: 234 Beachway Drive
Palm Coast, FL 32137

STATE OF FLAGLER
FLAGLER COUNTY

I HEREBY CERTIFY that on this 28 day of January, 2002, before me, a Notary Public duly authorized in FLORIDA and FLAGLER County to take acknowledgments, personally appeared Declarant, EDITH E. CUNNINGHAM, the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before that EDITH E. CUNNINGHAM subscribed to those Articles of Incorporation. Declarant is personally known to me or produced a driver's license as identification.

Witness my hand and official seal in the County and State named above this 28 day of January, 2002.

Lynnette James Callender
NOTARY PUBLIC

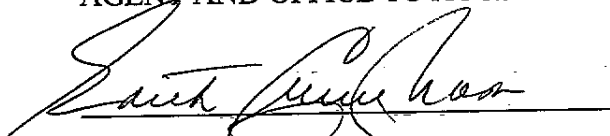


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA

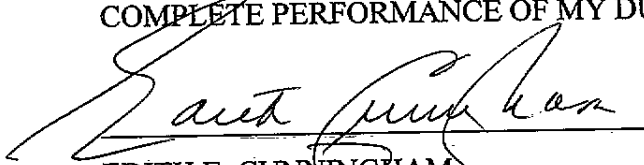
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT **P. D. RIVER, INC.**, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 234 BEACHWAY DRIVE, PALM COAST, FLAGLER COUNTY, FLORIDA,
HAS NAMED **EDITH E. CUNNINGHAM**, WHOSE ADDRESS IS 234 BEACHWAY
DRIVE, PALM COAST, FLAGLER COUNTY, FLORIDA, 32137, AS ITS REGISTERED
AGENT AND OFFICE TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


EDITH E. CUNNINGHAM

DATE: January 28, 2002.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


EDITH E. CUNNINGHAM,
REGISTERED AGENT

DATE: January 28, 2002