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February 15, 2002

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/19/02--01015--018
*****78.75 *****78.75

Re: Sanford Enterprises of Starke, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation of Sanford Enterprises of Starke, Inc. Please file said Articles and assign a Charter Number accordingly. I am also enclosing herewith our check in amount of \$78.75 to cover the filing fee and registered agent designation, and for a certified copy of said Articles after they have been filed.

Thank you for your consideration in this matter.

Yours very truly,

Gail S. Reck

Gail S. Reck
Secretary to Paul D. Newell

encl:

FILED
02 FEB 19 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gj/ps

ARTICLES OF INCORPORATION
OF
SANFORD ENTERPRISES OF STARKE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be: SANFORD ENTERPRISES OF STARKE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two.

The names and addresses of each individual who shall serve as a member of the Initial Board of Directors are:

Billy J. Sanford
658 N.E. 171st Street
Starke, Florida 32091

Alyssa W. Sanford
658 N.E. 171st Street
Starke, Florida 32091

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal business office shall be 658 N.E. 171st Street, Starke, Florida 32091; and the address of this corporation's initial registered office shall be:

Suite 201 Newell Building
260A Lawrence Boulevard
Keystone Heights, Florida 32656.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Paul D. Newell

ARTICLE X. INCORPORATOR

The names and addresses of the individuals who shall serve as this corporation's incorporators are:

Billy J. Sanford
658 N.E. 171st Street
Starke, Florida 32091

Alyssa W. Sanford
658 N.E. 171st Street
Starke, Florida 32091

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments

hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Billy J. Sanford - Incorporator


Alyssa W. Sanford - Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE

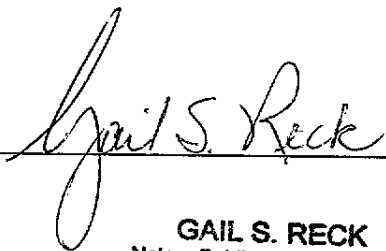
I hereby accept my designation as resident agent and agree to serve as the resident agent of SANFORD ENTERPRISES OF STARKE, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Paul D. Newell - Registered Agent

STATE OF FLORIDA
COUNTY OF CLAY

STATE OF FLORIDA
COUNTY OF CLAY

On February 12th, 2002, Paul D. Newell, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, personally appeared before me at the time of notarization, and acknowledged signing the Acceptance hereinabove for the purposes therein expressed.



GAIL S. RECK
Notary Public, State of Florida
My Comm. expires September 22, 2002
Comm. No. CC765310
FLORENCE, FLORIDA