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PO2000062584

June 6, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Atlantic Blue Trust, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

FILED
 02 JUN -6 AM 11:09
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 RECEIVED
 02 JUN -6 AM 10:09

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF INCORPORATION
OF
ATLANTIC BLUE TRUST, INC.

FILED
02 JUN -6 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit 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 this Corporation shall be Atlantic Blue Trust, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 700 South Alternate U.S. 27, Frostproof, Florida 33843. The mailing address of the Corporation shall be Post Office Box 127, Frostproof, Florida 33843.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is six hundred seventy-five thousand (675,000), of which six hundred thousand (600,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A nonvoting common stock and seventy-five thousand (75,000) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class B voting common stock of this Corporation shall be entitled to one (1) vote for each share of Class B voting common stock standing in his, her or its name at any and all meetings of the shareholders of this Corporation. Except as otherwise provided by law, no holder of Class A nonvoting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class A nonvoting common stock, shall be identical in all respects to those of the shares of Class B voting common stock. Accordingly, each share of common stock, both Class A nonvoting and Class B voting, shall receive equal dividends if and when declared by the Board of Directors, and, in the event of any liquidation, dissolution or winding up of this Corporation, the assets and funds of this Corporation shall be paid to and distributed equally among the holders of both the Class A nonvoting and Class B voting common stock in proportion to the number of shares held by the holders of such shares.

ARTICLES IV – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 700 South Alternate U.S. 27, Frostproof, Florida 33843. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Stewart W. Hurst. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V – INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
B.H.G., Inc.	700 South Alternate U.S. 27 Frostproof, Florida 33843

ARTICLE VI - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Florida Department of State.

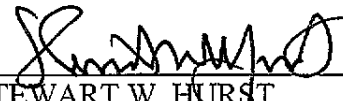
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Frostproof, Florida, this 4th day of June, 2002.

B.H.G., INC., a Florida corporation

By: Ben Hill Griffin, III
Ben Hill Griffin, III
Its: Chairman of the Board + President

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
STEWART W. HURST

Date: June 4th, 2002

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02 JUN -6 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA