

Thomas J. Sherwood

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

RE: Articles of Incorporation -
South Ruskin Investments, Inc.

Enclosed, for filing, are the original Articles of Incorporation for the referenced entity. Also enclosed is my firm's check, in the amount of \$78.75, covering the costs of filing the Articles and providing a certified copy thereof.

It is requested that the enclosed Articles be filed and a Certificate forwarded to the undersigned at your earliest convenience.

Sincerely,

Thomas J. Sherwood (hmr)

Thomas J. Sherwood

TJS/hmr

Encl.

[Signature]

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTH RUSKIN INVESTMENTS, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file, with the Secretary of State of the State of Florida, these Articles Of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

SOUTH RUSKIN INVESTMENTS, INC.

ARTICLE II
Business, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

a) To engage in any business, commercial, industrial or agricultural, calculated or designed to be profitable to this corporation.

b) Generally, to engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform.

c) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporation rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, secured by mortgage or otherwise.

d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any other bonds issued by, this corporation, or evidences of indebtedness, payable at a specific time or times, secured by mortgage or otherwise.

e) To purchase, sell and transfer shares of its own capital stock.

f) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any other licenses or other rights or interest therein and thereunder.

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g) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of the State of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and, it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict, in any manner, the powers of this corporation.

ARTICLE III Capital Stock

The total number of shares of capital stock authorized to be issued to the corporation shall be One Hundred (100) shares, having a par value of One (\$1.00) Dollar per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, in labor or services, or for written promises to perform services in the future, at a fair valuation to be fixed by the Board Of Directors at a meeting called for such purposes. All stock shall be paid for when issued and shall be non-assessable.

ARTICLE IV Capital To Begin Business

The amount of capital with which this corporation will begin business will be One Hundred (\$100.00) Dollars.

ARTICLE V Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI Principal Office

The principal office of this corporation shall be located at 208 Castillo Road, Ruskin, Florida, but the corporation shall have the power to relocate its principal office within the State of Florida, as may be determined and deemed expedient.

ARTICLE VII Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not fewer than two (2) and not more than five (5) members, the number of same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the

act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time, with or without cause.

ARTICLE VIII
First Board of Directors

The names and street addresses of the members of the first Board of Directors of this corporation, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, who shall hold office for the first year of the existence of this corporation, or until an election of permanent directors is held by the stockholders, or until their successors have been duly elected and qualified are:

NAME	ADDRESS
JAMES E. BRATE, Jr.	208 Castillo Road Ruskin, Florida 33570
DAVID J. BRATE	208 Castillo Road Ruskin, Florida 33570

ARTICLE IX
Initial Officers

The names and street addresses of the initial officers of this corporation, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, who shall hold office for the first year of the existence of this corporation, or until an election is held by the Board of Directors for the election of permanent officers and their successors have been duly elected and qualified are:

OFFICE	NAME	ADDRESS
President	JAMES E. BRATE, Jr.	208 Castillo Road Ruskin, Florida 33570
Vice- President		
Secretary/ Treasurer	DAVID J. BRATE	208 Castillo Road Ruskin, Florida 33570

ARTICLE X
Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
DAVID J. BRATE	Mailing address: P.O. Box 983 Ruskin, Florida 33570

ARTICLE XI
Transactions With Corporations

No contract or other transaction between this corporation and any other corporation, and no contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecunarily or otherwise interested in any other corporation, or are the directors or officers of any other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecunarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that the director, or such firm, is so interested shall be disclosed or shall have been made known to the Board of Directors. Any director of this corporation, member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract of transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XII
By-Laws

1. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws or to adopt new by-laws, shall be vested in the Board of Directors of this corporation, provided that any by-law or amendment thereto, as adopted by the Board of Directors, may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such vote of the stockholders may again be altered, amended or repealed by vote of the directors within two (2) years of such action.

2. The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the corporation, provided same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States of America.

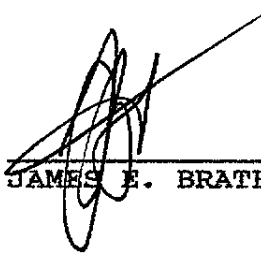
ARTICLE XIII
Amendment Of Articles Of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XIV
Designation Of Resident Agent


The corporation designates, as Resident Agent for service of process, **JAMES E. BRATE, Jr.**, whose address is 208 Castillo Road, Ruskin, Florida 33570.

I hereby accept the designation of Resident Agent for service of process in this corporation.



JAMES E. BRATE, Jr.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.



DAVID J. BRATE

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