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July 11, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Premier Florida Sites, Inc.
Our File No. 7063/15097

100006354811--8
-07/12/02--01044--005
*****70.00 *****70.00

Gentlemen:


Enclosed for filing are an original and one copy of the Articles of Incorporation of Premier Florida Sites, Inc. Also enclosed is our check in the sum of \$70.00, representing \$35.00 for the filing fee and \$35.00 for the registered agent fee.

Please return a conformed copy of the Articles of Incorporation to me.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

BLANCHARD, MERRIAM,
ADEL & KIRKLAND, P.A.


Lauren E. Merriam, III

LEM/wgh
Enclosures
cc: Premier Florida Sites, Inc.

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ARTICLES OF INCORPORATION
of
PREMIER FLORIDA SITES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is **PREMIER FLORIDA SITES, INC.**

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States of America and Florida.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of the corporation is 5 Corona Court, Palm Coast, Florida 32137, and the mailing address is Post Office Box 770668, Ocala, Florida 34477.

ARTICLE V
CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at ONE and 00/100 (\$1.00) DOLLAR par value.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered office and agent of this corporation is:

(A) Registered Agent: **LAWRENCE P. O'REILLY**
(B) Registered Office: 5 Corona Court
Palm Coast, Florida 32137

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

LAWRENCE P. O'REILLY
138 Palm Coast Parkway, NE, #334
Palm Coast, Florida 32137

GEORGE S. DeBENEDICTY
4271 West Highway 40
Ocala, Florida 34482

ROBERT JACK GOEBEL
Post Office Box 770668
Ocala, Florida 34477

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

LAWRENCE P. O'REILLY
138 Palm Coast Parkway, N.E., #334
Palm Coast, Florida 32137

ARTICLE IX
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these

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ARTICLE IX
AMENDMENT OF ARTICLES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

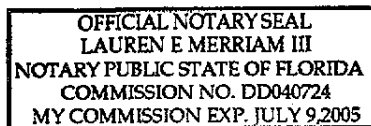
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to these Articles, and any right conferred upon the shareholders is subject to this reservation.

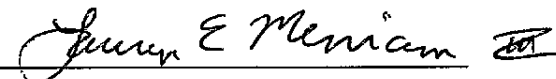
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 11 day of July, 2002.


LAWRENCE P. O'REILLY

STATE OF FLORIDA)
COUNTY OF Marion)

The foregoing instrument was acknowledged before me this 11 day of July, 2002, by LAWRENCE P. O'REILLY, who is personally known to me or who has produced _____ as identification.

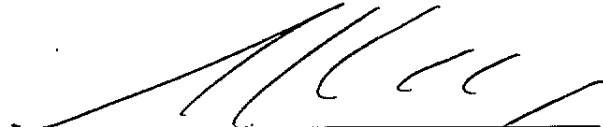



(Print Name)
Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations of that position.

DATED this 11 day of July, 2002.


LAWRENCE P. O'REILLY
Registered Agent