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Kyle E. Petteway

FILED
02 OCT 21 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 6, 2002

Secretary of State
Division of Corporations
New Filings Section
P. O. Box 6327
Tallahassee, FL 32314

900007589889--1
-09/09/02--01027--008
*****78.75 *****78.75

Re: Incorporation of Mathers, Inc.

Dear Corporate Filing Representative:


Enclosed are the following documents relating to the incorporation of Mathers, Inc.:

- (1) Articles of Incorporation for Mathers, Inc., signed by the incorporators of the corporation;
- (2) Acceptance of Registered Agent, signed by the registered agent of the corporation; and
- (3) A check in the amount of \$78.75 for filing the Articles of Incorporation (\$35.00), filing the Acceptance of Resident Agent (\$35.00), and for issuance of a Certificate of Status for the corporation (\$8.75).

Please file the Articles of Incorporation and forward a Certificate of Status to me.

Please contact me if you have any questions regarding the enclosed documents. Thank you for your attention to this matter.

Sincerely,


Amy L. Kenner, CLA
Certified Legal Assistant to
Gary D. Grunder
6712

W02-26435

OR 10/31 ✓



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 11, 2002

AMY L. KENNER, CLA
GRUNDER & PETTEWAY, P.A.
1025-5 NORTH MAIN STREET
HIGH SPRINGS, FL 32364

SUBJECT: MATHERS, INC.
Ref. Number: W02000026435

We have received your document for MATHERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 302A00052155

Articles of Incorporation of Mathers Properties, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME. The name of the corporation shall be Mathers Properties, Inc.

ARTICLE II. PURPOSE. The purpose of the corporation shall be to develop real estate and any and all business permitted under the laws of the State of Florida. The corporation may own real property and undertake any other lawful activity in the furtherance of the purposes set forth.

ARTICLE III. PRINCIPAL OFFICE. The address of the principal place of business of this corporation shall be 6969 SE 30th St., Trenton, Florida 32693, and the mailing address of the corporation shall be P.O. Box 668, Trenton, Florida 32693.

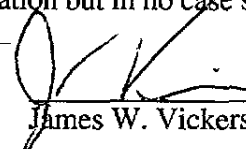
ARTICLE IV. CAPITAL STOCK. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10000 shares of common stock, with a par value of \$1.00.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS. The initial registered agent of the corporation is James W. Vickers, and the initial registered office of the corporation is 6969 SE 30th St., Trenton, Florida 32693.

ARTICLE VI. INCORPORATOR. The incorporator of the corporation is James W. Vickers, whose address is P.O. Box 668, Trenton, Florida 32693.

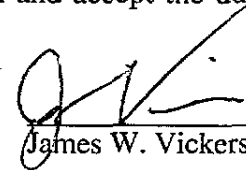
ARTICLE VII. DIRECTOR. The initial director of the corporation is James W. Vickers, whose address is P.O. Box 668, Trenton, Florida 32693. The number of directors may be raised or lowered by amendment of the bylaws of the corporation but in no case shall be less than one.

Dated October 17, 2002.


James W. Vickers

ACCEPTANCE OF REGISTERED AGENT. Having been named as registered agent and to accept service of process for Mathers Properties, Inc. at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the duties and responsibilities as registered agent for Mathers Properties, Inc.

Dated October 17, 2002.


James W. Vickers

6712