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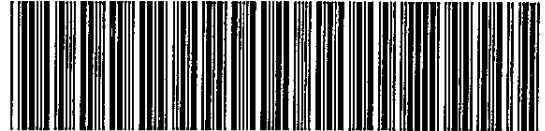
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SMITH & ASSOCIATES
CERTIFIED PUBLIC ACCOUNTANTS

Professional Association

J. MICHEAL SMITH, C.P.A.
GEORGE S. CHAGARIS, C.P.A.

CYNTHIA L. BLACK, C.P.A.

SUITE G
3601 WEST KENNEDY BLVD.
TAMPA, FLORIDA 33609-2810
(813) 879-8200
TOLL FREE 1 (800) 530-6555
FAX (813) 874-8418

www.smithassociatescpas.com

SUITE 9
1601 RICKENBACKER DRIVE
SUN CITY CENTER, FLORIDA 33573-5332
(813) 634-8885
TOLL FREE 1 (800) 206-6444
FAX (813) 633-3228

*Members: American Institute
and Florida Institute of CPAs*

May 21, 2003

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

Re: Rivers End Property Management, Inc.

Ladies and Gentlemen:

Enclosed are two original Articles of Incorporation for the above named corporation.

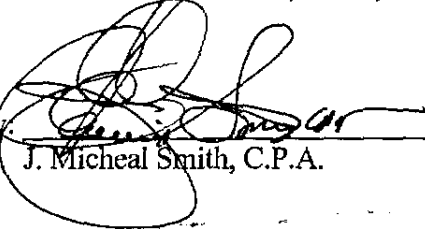
Also enclosed is our clients' check numbered 3270 dated May 21, 2003 in the amount of \$87.50, representing the filing fee and certified copy fee payable to the Secretary of State.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to our office.

If you should have any questions, please do not hesitate to call.

Sincerely,

SMITH & ASSOCIATES, CPAs, P.A.,

By: 
J. Micheal Smith, C.P.A.

JMS/scc

enclosures

cc: Mr. Robert G. James, President
Rivers End Property Management, Inc.
1412 Del Webb Boulevard West
Sun City Center, FL 33573-5226

CERTIFIED MAIL
Return Receipt Requested
7002 2410 0001 4799 9353

ARTICLES OF INCORPORATION

OF

RIVERS END PROPERTY MANAGEMENT, INC.

ARTICLE I - Name

The name of this corporation is Rivers End Property Management, Inc.

ARTICLE II - Purpose

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, conducting the specific business to engage in each and every phase and/or aspect of conducting the business of investing in, buying, selling, renting, repairing and remodeling of commercial, residential and vacant real estate and other related and unrelated activities.

2. To act on its own behalf in all legal or equitable proceedings or suits.

3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all the general powers of like corporations.

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TALLAHASSEE, FLORIDA

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation shall be 1412 Del Webb Boulevard West, Sun City Center, FL 33573-5226.

ARTICLE IV - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - Initial Registered Office and Agent

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

Robert G. James
1412 Del Webb Boulevard West
Sun City Center, FL 33573-5226

ARTICLE VI - Initial Board of Directors

This corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Directors of this corporation are:

Robert G. James	1412 Del Webb Boulevard West
	Sun City Center, FL 33573-5226

ARTICLE VII - Incorporator

The name and address of the person signing these Articles is:

Robert G. James
1412 Del Webb Boulevard West
Sun City Center, FL 33573-5226

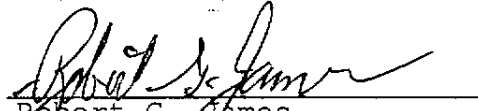
ARTICLE VIII - Duration

This corporation shall have perpetual existence.

ARTICLE IX - Bylaws

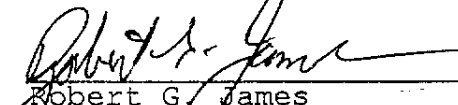
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of May, 2003.


Robert G. James
Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Robert G. James

Date: May 21/03, 2003.

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