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Gary D. Grunder

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January 20, 2004

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

Re: Incorporation of Southern Grounds Management Services, Inc.

Dear Corporate Filing Representative:


Enclosed are the following documents relating to the incorporation of Southern Grounds Management Services, Inc.:

- (1) Articles of Incorporation for Southern Grounds Management Services, 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
Kyle E. Petteway
7309

Articles of Incorporation of Southern Grounds Management Services, Inc.

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 Southern Grounds Management Services, Inc..

ARTICLE II. PURPOSE. The purpose of the corporation shall be 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 26805 NW 182nd Ave., High Springs, Florida 32643, and the mailing address of the corporation shall be 26805 NW 182nd Ave., High Springs, Florida 32643.

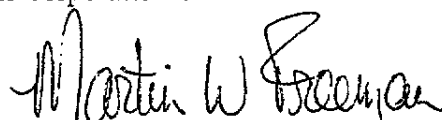
ARTICLE IV. CAPITAL STOCK. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, with a par value of \$1.00.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS. The initial registered agent of the corporation is J L Freeman, Jr., and the initial registered office of the corporation is 610 NW 10th St., High Springs, Florida 32643.

ARTICLE VI. INCORPORATOR. The incorporator of the corporation is Martin W. Freeman, whose address is 26805 NW 182nd Ave., High Springs, Florida 32643.

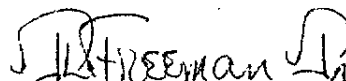
ARTICLE VII. DIRECTOR. The initial director of the corporation is Martin W. Freeman, whose address is 26805 NW 182nd Ave., High Springs, Florida 32643. The number of directors may be raised or lowered by amendment of the bylaws of the corporation but in no case shall be less than one.

Dated January 12, 2004.


Martin W. Freeman

ACCEPTANCE OF REGISTERED AGENT. Having been named as registered agent and to accept service of process for Southern Grounds Management Services, 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 Southern Grounds Management Services, Inc.

Dated January 12, 2004.


J L Freeman, Jr.

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