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EFFECTIVE DATE
07-28-04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 AUG -2 PM 12:35

Tom L. Crowe, Accountant

301 East Hickory Avenue

Crestview, Florida 32536

Telephone (850) 682-1214

Facsimile (850) 689-8599

July 28, 2004

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

To whom it may concern:

Please find enclosed the originals and one copy of the Articles of Incorporation for **Cypress Knee Enterprises, Inc.**

Please send stamped copies back to: Tom L. Crowe, Accountant
301 East Hickory Avenue
Crestview, FL 32536

Enclosed is a check in the amount of \$78.75 to cover the filing cost.

Thank you for your help in this matter.

Sincerely yours,

Barbara Liston

Barbara Liston

**ARTICLES OF INCORPORATION
OF
CYPRESS KNEE ENTERPRISES, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

NAME: The name of this corporation is Cypress Knee Enterprises, Inc., and the principal place of business shall be at 3612 River Road, Vernon, Florida 32462.

ARTICLE II.

EFFECTIVE DATE
07-28-04

EFFECTIVE DATE AND DURATION: The effective date for this corporation shall be July 28, 2004 and shall exist perpetually.

ARTICLE III.

PURPOSE: The purpose or purposes for which this corporation is organized is to engage in real estate purchases and sales, or any activity or business permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. Its goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes. Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient for corporate purposes, and to do all things authorized by the State of Florida.

ARTICLE IV.

CAPITAL STOCK: The amount of capital stock authorized by the corporation shall be one thousand (1000) shares of common stock with a par value of one (\$1.00) dollar per share. The whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V.

INITIAL CAPITAL: The amount of capital stock with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI.

SHAREHOLDERS RIGHTS: Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII.

PREEMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

INITIAL REGISTERED OFFICE: The street address of the initial registered office of this corporation in the State of Florida is 3612 River Rd. Vernon, Florida 32462. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE IX.

INITIAL REGISTERED AGENT: The initial registered agent of this corporation is Richard D. Padgett whose address is 3612 River Road, Vernon, Florida 32462.

ARTICLE X.

INITIAL DIRECTORS AND OFFICERS: This corporation shall have two (2) directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The names and addresses of the initial Directors and Officers are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>
Richard D. Padgett	3612 River Road Vernon, Florida 32462	President
John C. Tomberlin	PO Box 789 Geneva, AL 36340	Vice Pres.

ARTICLE XII.

CUMULATIVE VOTING: At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII.

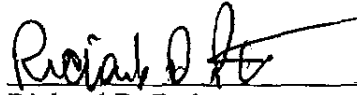
BY-LAWS: The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV:

SECTION 1244 STOCK: It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XV:

AMENDMENTS: These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.


Richard D. Padgett

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMIDILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following
is submitted:

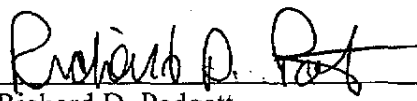
First that Cypress Knee Enterprises, Inc., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at 3612 River Road,
Vernon, Florida 32462, has named Richard D. Padgett, of 3612 River Road, Vernon,
Florida 32462, as its agent to accept service of process within Florida.

Dated this 29 day of July, 2004.


Richard D. Padgett

ACKNOWLEDGEMENT

Having been named to accept service of process for the above corporation, at the place
designated in this certificate, I, Richard D. Padgett, hereby accept to act in this capacity
and agree to comply with the provisions of all statutes relative to the proper performance
of my duties.


Richard D. Padgett

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