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(City/State/Zip/Phone #)

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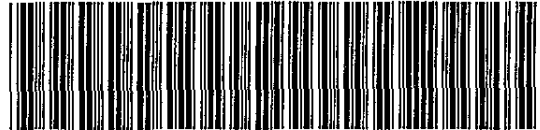
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EFFECTIVE DATE

10-19-04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 OCT 21 AM 9:57

P. B. 10/21/04

303 State Road 26
Melrose, Florida 32666
Tel: 352/475-1611
Fax: 352/475-5968

MIDDLETON & PRUGH, P.A.

ATTORNEYS AT LAW

JOHN D. MIDDLETON
R. MITCHELL PRUGH

October 20, 2004

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

RE: Thompson Real Estate Investments, Inc.

Dear Sir/Madam:

Enclosed, please find the Articles of Incorporation for Thompson Real Estate Investments, Inc., along with the Certificate of Designation and Acceptance by Registered Agent, and the required filing fee of \$78.75. Any future correspondence regarding these documents should be forwarded to 303 State road 26, Melrose, FL 32666. Please return the certified copy of paperwork and packet of information to this office at 303 State Road 26, Melrose, FL 32666.

Thank you for your assistance in this matter. Please feel free to contact our office if you have any questions.

Sincerely,



SUE MASSEY
Legal Assistant

/sm
enclosures

ARTICLES OF INCORPORATION
OF
THOMPSON REAL ESTATE INVESTMENTS, INC.

FILED
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Article I

Name. The name of this Corporation is Thompson Real Estate Investments, Inc., and the principal office address of the corporation is 10204 SW 37th Place, Gainesville, Alachua County, Florida.

Article II

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 303 State Road 26, Melrose, Florida 32666, the name of the initial registered agent of this Corporation is John D. Middleton.

Article III

Capital Stock. This Corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article IV

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article V

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of

the United States and under the Florida Business Corporation Act.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

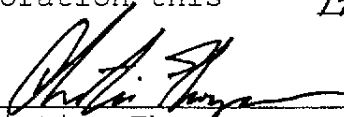
Article VII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Christine Thompson, 10204 SW 37th Place, Gainesville, Alachua County, Florida 32607.

Article VIII

Incorporator. Christine Thompson, 10204 SW 37th Place, Gainesville, Florida 32607.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 19th day October, 2004.



Christine Thompson
Incorporator

STATE OF FLORIDA
COUNTY OF PUTNAM

Before me, personally appeared Christine Thompson, who being first duly sworn by me deposes and say that she is the Incorporator of these Articles of Incorporation and as

such Incorporator verifies that all statements and information contained herein are true and correct.

Sworn to and Subscribed to before me this _____ day of Octboer, 2004, by Christine Thompson, who is personally known to me, or who produced _____ as identification.

Notary Public
Printed Name:
State of Florida
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS DATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapters 48.091, 607.0501, Florida Statutes, the following is submitted, in compliance with said Acts:

First -- that **THOMPSON REAL ESTATE INVESTMENTS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at City of Gainesville, Alachua County, State of Florida, has named John D. Middleton, Esq., 303 State Road 26, Melrose, FL 32666 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby state I am familiar with the obligations of registered agent, I accept to act in this capacity, and I agree to comply with provisions of said Act relative to keeping open said office.


JOHN D. MIDDLETON, ESQ.

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