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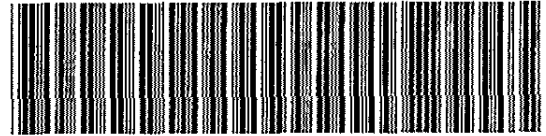
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12-2



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 041761 128416A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 1, 2004

ORDER TIME : 2:06 PM

ORDER NO. : 041761-005

CUSTOMER NO: 128416A

CUSTOMER: Ms. Patsy Hite
Montgomery Land Company

Suite 1402
13400 Sutton Park Drive South
Jacksonville, FL 32224

DOMESTIC FILING

NAME: ROSES BLUFF - MLC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ROSES BLUFF - MLC, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1 Name. The name and address of the Corporation shall be Roses Bluff - MLC, Inc., 13400 Sutton Park Drive South, Suite 1402, Jacksonville, Florida 32224

ARTICLE II

Duration

Section 2.1 Duration. This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1 Purposes. This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1 Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by Bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

Initial Registered Office and Agent

Section 5.1 Name and Address. The street address of the initial registered office of this Corporation is 13400 Sutton Park Drive South, Suite 1402, Jacksonville, Florida 32224 and the name of the initial registered agent of this Corporation is Mitchell R. Montgomery.

ARTICLE VI

Directors

Section 6.1 Number. This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the first director of the Corporation is:

Mitchell R. Montgomery
13400 Sutton Park Drive S., Suite 1402
Jacksonville, Florida 32224

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1 Bylaws. The initial Bylaws of this Corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal a Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE VIII

Incorporators

Section 8.1
these articles is:

Name and Address. The name and address of the incorporator signing

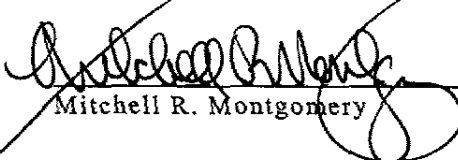
Mitchell R. Montgomery
13400 Sutton Park Drive South, Suite 1402
Jacksonville, Florida 32224

ARTICLES IX

Amendment

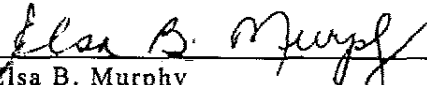
Section 9.1 **Amendment.** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has subscribed his name to these Articles of Incorporation, this 29th day of November, 2004.


Mitchell R. Montgomery

STATE OF FLORIDA}
COUNTY OF DUVAL}

The foregoing instrument was acknowledged before me this 29th day of November, 2004 by Mitchell R. Montgomery. He is personally known to me and he did not take an oath.

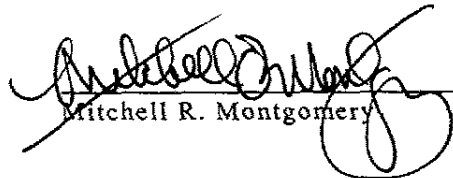

Elsa B. Murphy
Notary Public, State of Florida

My Commission Expires
Elsa B. Murphy
Notary Public, State of Florida
My comm. expires February 11, 2006
Comm. No. 00091396

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes SS48.091 and 607.0501, the following is submitted:


Roses Bluff - MLC, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates Mitchell R. Montgomery as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 13400 Sutton Park Drive South, Suite 1402, Jacksonville, Florida 32224.



Mitchell R. Montgomery

Date: November 29, 2004

Having been named to accept service of process of the above state corporation, at the place designated in this certificate, 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.



Mitchell R. Montgomery

Date: November 29, 2004

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TALLAHASSEE, FLORIDA