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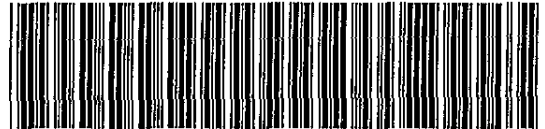
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

J. Shivers MAR 30 2005

ROBERT L. THOMAS, P.A.

ATTORNEY AT LAW

1009 SO. BAY STREET
EUSTIS, FLORIDA 32726

TELEPHONE (352) 483-32
FAX (352) 483-29
TOLL FREE 1-866-838-47

March 22, 2005

Corporate Records Bureau
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: RUSSELL'S POINT, INC.

Dear Sir:


Enclosed is an original and copy of the Articles of Incorporation of this proposed corporation. Please endorse your approval on these Articles of Incorporation on the duplicate copy, certify and return to my office.

A check is enclosed to cover the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
<u>Total</u>	\$ 78.75

Thank you for your assistance.

Very truly yours,


Robert L. Thomas

RLT:st
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RUSSELL'S POINT, INC.

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is RUSSELL'S POINT, INC. and its principal place of business shall be located at 15934 Hanson View Dr., Tavares, FL 32778.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five thousand (5,000) shares of common stock at one dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 15934 Hanson View Dr., Tavares, FL 32778 and the name of the initial registered agent of this corporation at that address is:

EMERALD R. SHOEMAKER

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
EMERALD R. SHOEMAKER	15934 Hanson View Dr. Tavares, FL 32778
JAMES R. SHOEMAKER, II	15934 Hanson View Dr. Tavares, FL 32778

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

	<u>Name</u>	<u>Address</u>
PRESIDENT	Emerald R. Shoemaker	15934 Hanson View Dr. Tavares, FL 32778
SECRETARY/TREASURER	James R. Shoemaker, II	15934 Hanson View Dr. Tavares, FL 32778

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
EMERALD R. SHOEMAKER	15934 Hanson View Dr. Tavares, FL 32778

ARTICLE X - INDEMNIFICATION

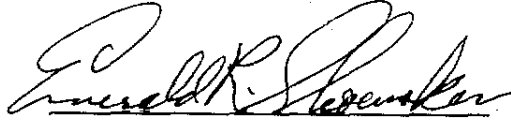
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: March 22, 2005.

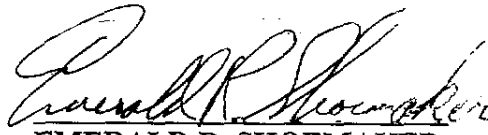

EMERALD R. SHOEMAKER
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **RUSSELL'S POINT, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **EMERALD R. SHOEMAKER**, located at 15934 Hanson view Dr., Tavares, FL 32778, as its agent to accept service of process within Florida.

Dated: March 22, 2005.


EMERALD R. SHOEMAKER
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

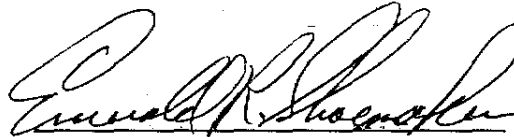
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ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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 I am familiar with and accept the obligations of my position as registered agent.

Dated: March 22, 2005.

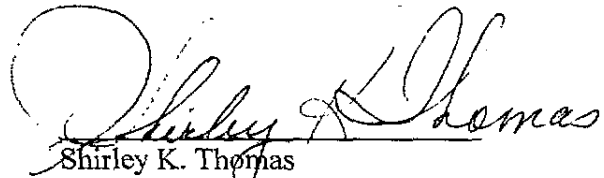

EMERALD R. SHOEMAKER
Registered Agent

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing instrument was acknowledged before me on the 22nd day of March, 2005,
by EMERALD R. SHOEMAKER

Witness my hand and seal.

A handwritten signature in cursive script that reads "Shirley K. Thomas".

Shirley K. Thomas
Notary Public, State of Florida
My Commission Expires: 3-16-06