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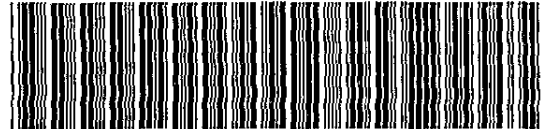
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# PETERSON & MYERS, P.A.

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MICHAEL W. CREWS (1941-1991)

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STEPHEN R. SENN  
ANDREA TEVES SMITH  
KEITH H. WADSWORTH  
THEODORE W. WEEKS, IV  
KERRY M. WILSON

May 25, 2005

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Babson Park Realty, Inc.

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is this firm's check in the amount of \$78.75 representing payment of the following fees:

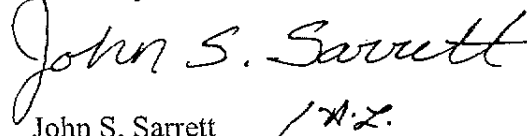
- File Articles of Incorporation - \$35.00
- Registered Agent Fee - \$35.00
- Certified Copy Fee - \$ 8.75 (for first 8 pages - \$1/page thereafter)

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

John S. Sarrett, Esquire  
Peterson & Myers, P.A.  
Post Office Box 1079  
Lake Wales, Florida 33859-1079

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

  
John S. Sarrett

JSS:al  
Enclosures  
xc: Estelle M. Sullivan without enclosures

Signed in Mr. Myers' absence  
to prevent a delay in mailing.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 MAY 27 AM 11:57

ARTICLES OF INCORPORATION  
OF  
BABSON PARK REALTY, INC.  
(a corporation for profit)

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The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I  
NAME

The name of this corporation is **BABSON PARK REALTY, INC.**

ARTICLE II  
DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III  
PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

ARTICLE IV  
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is **Ten Thousand (10,000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

ARTICLE V  
PRINCIPAL OFFICE

The street address of the corporation's initial principal office shall be **101 Wilson Road, Frostproof, Florida 33843** and the corporation's initial mailing address shall be the same.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is **101 Wilson Road, Frostproof, Florida 33843**, and the name of its initial registered agent at that office is **Estelle M. Sullivan**.

**ARTICLE VII**  
**MANAGEMENT OF THE CORPORATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

**ARTICLE VIII**  
**OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

**ARTICLE IX**  
**INITIAL OFFICERS**

The names of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	<b>Estelle M. Sullivan</b>
Vice President:	<b>James L. Sullivan</b>
Secretary:	<b>Martin Sullivan</b>
Treasurer:	<b>Estelle M. Sullivan</b>

**ARTICLE X**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be **one (1)**. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

**Estelle M. Sullivan  
101 Wilson Road  
Frostproof, Florida, 33843**

**ARTICLE XI  
NAMES AND ADDRESSES OF INCORPORATORS**

The name and address of the incorporator of this corporation are as follows:

**Estelle M. Sullivan  
101 Wilson Road  
Frostproof, Florida, 33843**

**ARTICLE XII  
BYLAWS**

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

**ARTICLE XIII  
MEETINGS OF THE SHAREHOLDERS**

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

**ARTICLE XIV  
QUORUM AT SHAREHOLDERS' MEETING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

**ARTICLE XV  
AMENDMENT OF ARTICLES**

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 12 day of May, 2005.

Signed, sealed and delivered  
in the presence of:

Estelle M. Sullivan  
Print Name: Linda L. Casey

Estelle M. Sullivan  
Estelle M. Sullivan

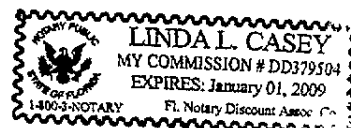
Larry Sullivan  
Print Name: LARRY SULLIVAN

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 12 day of May, 2005, by Estelle M. Sullivan who is personally known to me or who has produced a drivers license as identification.

Linda L. Casey  
Notary Public  
Print Name: Linda L. Casey  
My Commission Expires: \_\_\_\_\_



## ACCEPTANCE OF REGISTERED AGENT

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

Dated: 5-12-05

Estelle M. Sullivan  
ESTELLE M. SULLIVAN

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