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MARK E. CLEMENTS, P.A.
ATTORNEYS AT LAW

ELAINE KELLEHER
TRIAL PRACTICE- GENERAL

TIMOTHY L. FLANAGAN
OF COUNSEL

MARK E. CLEMENTS

 Certified as an Elder Law Attorney by the
National Elder Law Foundation
WILLS - ESTATES - ESTATE PLANNING
ELDER LAW - MEDICAID - NURSING HOME
GUARDIANSHIPS - MEDIATION
CORPORATE AND BUSINESS LAW

310 East Main Street
Lakeland, Florida 33801
Telephone (863) 687-2287
Fax (863) 682-7385

November 21, 2005

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

Re: Waterfield Properties, Inc.

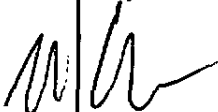
Dear Corporate Records:

We are enclosing the original and one executed copy of the proposed Articles of Incorporation for Waterfield Properties, Inc. together with a Certificate Designating Registered Agent. Please approve and file the originals and return a certified copy to our office.

We are also enclosing our firm's check payable to you in the amount of \$78.75 for the filing fee, one certified copy of the Articles and filing the Registered Agent's Certificate.

Please call our office if anything further is required. Thank you for your assistance in this matter.

Sincerely,



Mark E. Clements

MEC/ks
Enclosures
cc: John Spenia

ARTICLES OF INCORPORATION
of
WATERFIELD PROPERTIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: WATERFIELD PROPERTIES, INC.

ARTICLE II. PERMITTED BUSINESS AND ACTIVITIES

The general nature of the businesses to be transacted by this corporation is to engage in every aspect and phase of the business of real estate development, marketing, lease, and sales, and to engage in every aspect and phase of related businesses.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy,

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hold mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks and any licenses or other rights or interest thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by this corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or was a director, officer, employee or agent of the corporation, or is or was service at the request of the corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprises against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnerships, limited partner- ships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common

stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The existence of this corporation is to begin at the time these Articles of Incorporation are filed with the Department of State and to continue perpetually thereafter.

ARTICLE VI. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the State of Florida is 3025 Waterfield Lane, Lakeland FL 33803. The Board of Directors may from time to time move the principal offices to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE VII. REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and registered office of the corporation shall be as follows:

Name

Address

Mark E. Clements

310 East Main Street, Lakeland FL 33801

ARTICLE VIII. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE IX. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the stockholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or

transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote.) This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE X. ORIGINAL DIRECTORS

The name and street address of each member of this first Board of Directors is:

<u>Name</u>	<u>Address</u>
John N. Spenia	1847 Sandy Knoll Circle South, Lakeland FL 33813

ARTICLE XI. SUBSCRIBER

The name and street address of John Spenia, the subscriber to these Articles of Incorporation is:

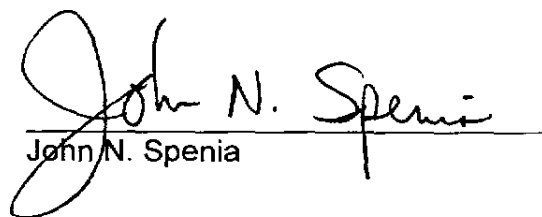
<u>Name</u>	<u>Address</u>
John N. Spenia	1847 Sandy Knoll Circle South, Lakeland FL 33813

The subscriber of these Articles of Incorporation hereby assigns to this corporation any and all of his rights under Section 607.0201, Florida Statutes, to constitute a corporation.

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, John Spenia, the undersigned subscriber, has hereunto set his hand and seal this 22 day of November, 2005, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


John N. Spenia

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day personally appeared before me, John N. Spenia, personally known to me, the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at the state and county noted above, this 22 day of November, 2005.


Notary Public – State of Florida

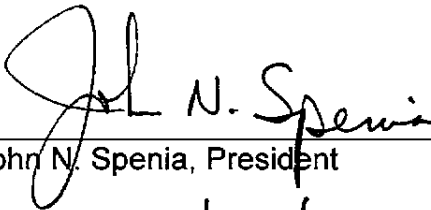


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST - That Waterfield Properties, Inc., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at City of Lakeland, State of
Florida, has named Mark E. Clements, located at 310 East Main Street, City of Lakeland,
State of Florida, as its agent to accept service of process within Florida.

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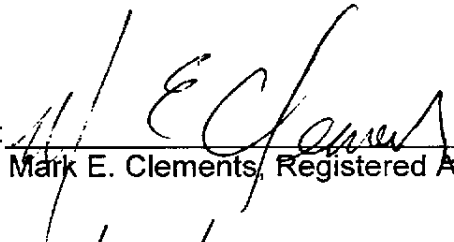
John N. Spenia, President

Date: _____

11/22/05

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: _____


Mark E. Clements, Registered Agent

Date: _____

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