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SHARON D. MCINTYRE
ATTORNEY AND COUNSELOR AT LAW

906 S.E. LAKEVIEW DRIVE
SUITE 1
SEBRING, FLORIDA 33870
(813) 385-8827

February 2, 1995

Division of Corporation
Department of State
Tallahassee, Florida

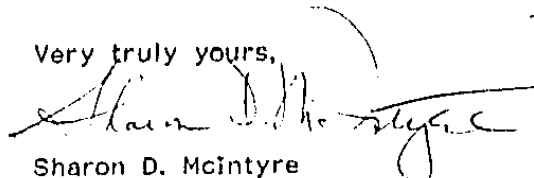
RE: Rocking J. S. Ranch Corporation

Dear Gentlemen:

Enclosed please find and original and one copy of the signed and notarized Articles of Incorporation for the above described corporation. I have also enclosed my check payable to the Division of Corporations, Department of State in the amount of \$70.00 covering fees and costs associated with filing said Articles.

Please provide me with a certified copy of Incorporation in due course. If you have any questions with respect to the above, please feel free to contact me.

Very truly yours,


Sharon D. McIntyre

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encl.

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SHARON D. MCINTYRE
Attorney and Counselor at Law

906 S.E. LAKEVIEW DRIVE
SUITE I
SEBRING, FLORIDA 33870
(813) 385-8827

February 7, 1996

Attn: Sharon Tala
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

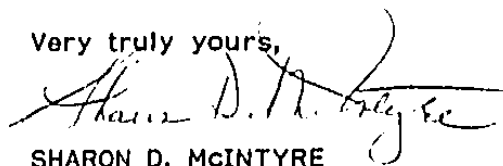
Re: Rocking JS Ranch, Inc.

Dear Ms. Tala:

Pursuant to our telephone conversation this afternoon, I am enclosing the original and one photostatic copy of the Articles of Incorporation with respect to the above-captioned corporation. After processing, please provide me with a certified copy in due course.

Thanking you for bringing this matter to my attention, I am

Very truly yours,



SHARON D. MCINTYRE

Encls.

ARTICLES OF INCORPORATION
OF
ROCKING JS RANCH, INC.

FILED
95 FEB 13 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this corporation shall be: ROCKING JS RANCH, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business of this corporation will be to transact any or all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is One Hundred (100) shares with no par value, all of which shall be common stock and shall be fully paid and nonassessable. All such stock shall be payable in cash, property, labor, or services at a just value to be fixed by the Stockholders at a meeting called for that purpose.

ARTICLE IV. AMOUNT OF CAPITAL STOCK WITH WHICH TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V. PRINCIPAL AND REGISTERED OFFICES AND REGISTERED AGENT

The mailing address of the Corporation is 2731 East Oak Island Road, Avon Park, Florida 33825 and the physical address of the principal place of business of the Corporation is 2731 East Oak Island Road, Avon Park, Florida 33825.

The street address of the initial registered office of the Corporation is 2731 East Oak Island Road, Avon Park, Florida 33825, and the name of the

Initial registered agent at that address is James R. Scott.

ARTICLE VI. MANAGEMENT

The business of the Corporation shall be managed by the Stockholders rather than a Board of Directors.

ARTICLE VII. CORPORATE EXISTENCE

This corporation shall commence its existence upon filing of these Articles in the office of the Secretary of State for the State of Florida, and shall have perpetual existence.

ARTICLE VIII. INITIAL OFFICERS

The names and post office addresses of the first officers, who, subject to the provisions of this Certificate, the By-Laws of this corporation and the statutes made and provided, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	JAMES R. SCOTT	2731 East Oak Island Road Avon Park, FL 33825
Secretary/ Treasurer	JUDITH E. SCOTT	2731 East Oak Island Road Avon Park, FL 33825

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber, and the number of shares he agrees to take, is as follows:

# of Shares	Name	Address
50	JAMES R. SCOTT and JUDITH E SCOTT	2731 East Oak Island Road Avon Park, FL 33825

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided

by law.

ARTICLE XI. ADDITIONAL POWERS

In addition to the powers herein above enumerated, the corporation shall have all of the general and additional powers set forth in the Florida General Corporation Act, without limitation; the expressed powers herein set forth shall not be deemed a limitation or denial of such general or additional powers.

ARTICLE XII. TAX SAVING ELECTION AND LOSS TREATMENT

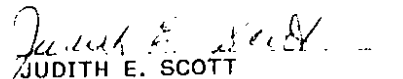
The Stockholders of this corporation may elect to be treated as a small business corporation under Section 1372, Internal Revenue Code, and report on their personal income tax returns dividends paid to them from the corporation's income, whether it be income payable as dividends or liquidation distribution. The Stockholders may additionally elect to adopt a resolution permitting tax loss treatment under Section 1244 of the Internal Revenue Code.

ARTICLE XIII. LIABILITY

The private property of the Stockholders shall not be subject to payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, we have subscribed our names this 15th day of January, 1995.


JAMES R. SCOTT

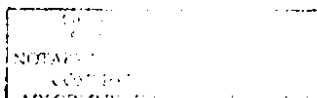

JUDITH E. SCOTT

STATE OF FLORIDA)
COUNTY OF HIGHLANDS)

The foregoing instrument was acknowledged before me this 15th day of January, 1995, by JAMES R. SCOTT and JUDITH E. SCOTT, who are personally known to me and who did not take an oath.



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provision of said Act relative to keeping open said office.


JAMES R. SCOTT
as Registered Agent

FILED
95 FEB 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA