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TALLAHASSEE, FLORIDA

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A. B. ASSADOURIAN

(Requestor's Name)

1560-3 CAPITAL CIR. N.W.

(Address)

TALLAHASSEE, FL. 32303

(City, State, Zip)

(904) 576-1118

(Phone #)

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-06-12-95--01053--001
*****70,000 *****70,000

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if know:)

1. KILLEARN LAKES RACQUET & SWIM CLUB INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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95 JUN 12 PM 3:45
OFFICE OF SECRETARY OF STATE

729,503,671
W95-11939
D. BROWN JUN 13 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 12, 1995

A. B. ASSADOURIAN
1560-3 CAPITAL CIR. N.W.
TALLAHASSEE, FL 32303

SUBJECT: KILLERN LAKES RACQUET & SWIM CLUB INC.
Ref. Number: W95000011939

We have received your document for KILLERN LAKES RACQUET & SWIM CLUB INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 995A00028747

Will Wait



KILLEARN PROPERTIES, INC. OF GA.

100 Eagle's Landing Way • Stockbridge, Georgia 30281 • Telephone (404) 389-2020

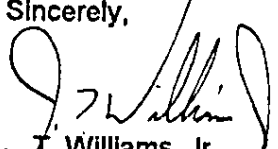
June 1, 1995

Ms. Brenda Baker
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Baker:

This notarized affidavit is intended to have you release the corporate name, "Killearn Lakes Racquet and Swim Club, Inc.", which we have no intentions of reinstating, to Mark D. Caster at P.O. Box 13944, Tallahassee, FL 32303.

Sincerely,


J. T. Williams, Jr.
President

DKW/jlr

Acknowledged before me this 3rd day of June, 1995.


Notary

My commission expires

May 1, 1999

ARTICLES OF INCORPORATION

The Undersigned hereby execute (s) and acknowledge(s) these Articles of Incorporation in order to organize and incorporate a business for profit, under the corporate name (*1) and at the initial business address (*2) stated in ARTICLE VIII.

ARTICLE I - PURPOSE(S) AND OBJECT (L)

The Corporation is formed pursuant to the specified Law (*3) and for the purpose(s) or object(s) (*4) stated in ARTICLE VIII. The Corporation may engage in the aforementioned business or specific profession and in any other transaction or business permitted under the laws of the United States and of this state.

ARTICLE II - DURATION

The duration of this Corporation shall be perpetual. Corporate existence shall commence at the time stated (*5) in ARTICLE VIII. Provided that all of the requirements of law are met.

ARTICLE III - REGISTERED OFFICE - AGENT

The name of the Registered Agent (*6) and the street address of the Registered Office (*7) is stated in ARTICLE VIII.

ARTICLE IV - NUMBER OF DIRECTORS

The number of Directors (*8), constituting the initial Board of Directors, if any, are stated in ARTICLE VIII. The number of the Board of Directors, if any shall be determined, from time to time, by the By-Laws.

ARTICLE V - SHARES

The number of authorized shares (*9), whether such shares shall be Par Value or No Par Value (*10) and the class of shares which are authorized (*11) are stated in ARTICLE VIII.

ARTICLE VI - INCORPORATORS AND DIRECTORS

The name (*12) and address (*13) of each Incorporator and the name (s) (*13) and address(es) (*14) of the members of the initial Board of Directors of this Corporation are stated in ARTICLE IX.

ARTICLE VII - BROADEST POWERS: INCORPORATION BY REFERENCE

The Corporation shall have the power to do any and all things necessary, suitable, Convenient, or proper for the accomplishment of any of the purposes or the attainment of any of the Objects enumerated, or which at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of, or as interested in any property or otherwise, with all the powers now or hereafter conferred by the laws of this State upon Corporations incorporated thereunder.

FILED
JUN 3 1963
TALLAHASSEE
FLA.

ARTICLE VIII

(*1)	KILLEARN LAKES RACQUET & SWIM CLUB INC.	(Name)
(*2)	4926 SIX OAKS DR., TALLAHASSEE, FL. 32312	(Address)
(*3)	607.164	(Applicable Statute of Incorporation (1))
(*4)	AMUSEMENT	(Specific Business or Licensed Professional) (1)

(*5)	JUNE 12, 1995	(Commencement of Corporate Existence) (11)
(*6)	MARK CASTER	(Name: Registered Agent) (111)
(*7)	4926 SIX OAKS DR., TALLAHASSEE, FL. 32312	(Address: Registered Office) (III)
(*8)	2	(# of Initial Director(s) (I'))
(*9)	500	(# of Authorized Shares) (V)
(*10)	\$1.00 PAR VALUE	(\$ Par Value or no P.V.) (V)
(*11)	COMMON VOTING	(Class of Shares' (V)

ARTICLE IX- NAMES AND ADDRESSES OF INCORPORATOR(S) AND INITIAL BOARD OF DIRECTORS

(*12) Inc.	(*13) Initial Dir(s)	(*12) (*13) Name	(*14) Address (V)
YES	YES	MARK CASTER	4926 SIX OAKS DR. TALLAHASSEE, FL. 32312
YES	YES	MARK PRASEK	4926 SIX OAKS DR. TALLAHASSEE, FL. 32312

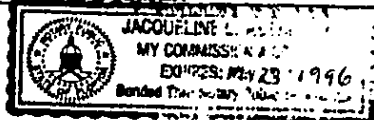
IN WITNESS WHEREOF, We, undersigned, have set our hands and seals to the foregoing Articles of Incorporation.

Mark Caster (Seal)

Mark H. Prasek (Seal)

STATE OF FLORIDA)
COUNTY OF LEON)

The foregoing instrument was acknowledged before me on JUNE 12, 1995
by MARK CASTER & MARK PRASEK



Jacqueline L. Prasek
Notary Public

REGISTERED AGENT CERTIFICATE
STATE OF FLORIDA
DEPARTMENT OF STATE

This Certificate is submitted in compliance with Sections 48.031 and 507.034 of the Florida Statutes, designating a Registered Agent upon whom Service of Process may be accomplished and designating a Registered Office for the Service of Process within the State of Florida.

APPOINTMENT

The Undersigned Authorized Incorporator (or Person) in compliance with the Laws of the State of Florida, of the named Corporation (*1), incorporating (or incorporated) under the Laws of the named State (*2) with its principal office located at the address stated (*3), does hereby appoint the Undersigned (*4) as Registered Agent, whose office (*5) shall be the Registered Office of the Corporation, to accept Service of Process as the Corporation's Registered Agent at the Registered Office.

(*1) KILLEARN LAKES RACQUET & SWIM CLUB INC. (Name of Corporation)
FLORIDA
(*2) 4926 SIX OAKS DR., TALLAHASSEE, FL. (State of Incorporation)
(*3) 32312 (Address of Corporation)
(Zip Code)
(*4) MARK CASTER (Registered Agent)
(*5) 4926 SIX OAKS DR., TALLAHASSEE, FL. (Registered Office) +
32312
(Zip Code)

Mark Caster
(Authorized Signature)

ACCEPTANCE

I, the Undersigned, agree as Registered Agent to accept Service of Process, to keep the Registered Office open during the hours prescribed by Law and to post my name (and the name of any other Officers of the Corporation authorized by Law to accept Service of Process at the stated Florida address) in some conspicuous place in the Registered Office as required by law.

Mark Caster
(Registered Agent)

+ NOTE: Street address, building number city and county must be used. A Post Office Box is not acceptable.

Filing fee: \$3.00
F. S. 507.031(4)

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95 JUN 15 11:31
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SECRET