

P95000049432

June 15, 1995

Florida Department Of State
Divisions of Corporations
PO Box 6327,
Tallahassee, Florida 32314

EFFECTIVE DATE
JUN 15 1995

Dear Sir or Madam:

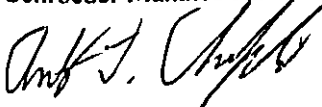
Enclosed please find the following documents in connection with the corporate organization of
Gates Creek, Inc.:

- * The original articles of incorporation.
- * A copy of the articles of incorporation.
- * A check for \$122.50 covering the filing fee and the certified copy fee.

If you need any further information please call me at (813) 755-1637.

Thank you for your attention to this matter.

Sincerely,
Schroeder Manatee Ranch Inc.



Anthony J. Chiofalo
Vice President of Finance

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BSA

JUN 26 1995

FILED
95 JUN 22 AM 8:53
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Gates Creek, Inc.

EFFECTIVE DATE

JUN 15 1995

FILED
95 JUN 22 AM 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

Gates Creek, Inc.

Article 2. Mailing Address. The mailing address of the Corporation is:

7550 Lorraine Road
Bradenton, FL 34202

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the

Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have \$1.00 par value.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is:

7550 Lorraine Road, Bradenton, FL 34202

and the name of its initial Registered Agent at that address is:

Anthony J. Chiofalo

Article 7. Incorporator. The name and address of the Incorporator is as follows:


Anthony J. Chiofalo, 7550 Lorraine Road, Bradenton, FL 34202.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation of any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Commencement of corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles if Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these
Articles of Incorporation on this 15th day of June, 1995.




Anthony J. Chiofalo
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
Gates Creek, Inc., which is contained in the foregoing Articles of Incorporation, and
agrees to comply with the provisions of all statutes relative to the proper and complete
performance of my duties, and accepts the duties and obligations of Section 607.0505,
Florida Statutes.

DATED this 15th day of June, 1995.



Anthony J. Chiofalo
Registered Agent

P95000049432

SCHROEDER MANATEE RANCH INC.

October 2, 1997

Divisions of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Gates Creek Inc.
Document # P95000049432 (4)

FILED
97 OCT -6 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed are articles of amendments for article number 1 of Gates Creek, Inc. This amendment changes the name of the corporation from Gates Creek Inc. to SMR-3, Inc.

Enclosed is the amendment signed by the President and Vice President of the corporation. Also enclosed is a check payable to the Department of State for \$96.25 to cover the cost of the filing fee, a certified copy of the amendment and a certificate of status. If you have any questions please call me at (941) 755-1637, or write care of SMR, 7550 Lorraine Road, Bradenton Florida 34202.

Thank you for your attention to this matter.

Sincerely,



Anthony J. Chiofalo
Secretary

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-10/06/97-01109-013
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N/C

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GATES CREEK, INC.

FILED
97 OCT -6 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

- FIRST: AMENDMENT ADOPTED:
Article 1. Name - The name of the Corporation is changed from Gates Creek, Inc.
to SMR-3, Inc.
- SECOND: The date of the amendment's adoption is September 1, 1997.
- THIRD: The amendment titled Article 1. Name Change was approved by the shareholders.
The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of September 1997.

Signature


C. John A. Clarke President


Rex Jensen Vice President