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 (407) 425-7014

W. H. WINDERWEEDLE (1906-1970)

July 6, 1995

REPLY TO:

Orlando

HARRIS BANK BUILDING
 250 PARK AVENUE, SUITE 1101
 WINTER PARK, FLORIDA 32789
 (407) 425-7014
 TELEFAX (407) 425-7014

HARRIS BANK CENTER - SUITE 600
 400 NORTH ORANGE AVENUE
 ORLANDO, FLORIDA 32801
 (407) 425-7014
 TELEFAX (407) 425-7014

EFFECTIVE DATE
JUL 5 1995

Department of State
 Division of Corporations
 P.O. Box 6327
 Tallahassee, Florida 32314

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 +07/07/95--01051--004
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Enclosed please find the following documents pursuant to the incorporation of AMERICAN TIMBER CORPORATION:

1. The executed Articles of Incorporation.
2. A copy of the executed Articles of Incorporation to be certified and returned.
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified copy/Articles of Incorporation	\$52.50
TOTAL	\$122.50

FILED
 JUL 7 1995
 3:05 PM

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

M. Deborah Fricke

M. Deborah Fricke
 Corporate Legal Assistant

JUL 12 1995

:mdf
 Enclosures

ARTICLES OF INCORPORATION
OF

AMERICAN TIMBER CORPORATION

FILED

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The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

AMERICAN TIMBER CORPORATION

EFFECTIVE DATE
JUL 5 1995

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Common Capital Stock

The authorized common capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common A	5,000	\$1.00
Common B	5,000	\$1.00

Each class of shares shall be identical in all respects, except that the class B common shares shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except only as the laws of this state require that voting rights be granted to such nonvoting shares.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be July 5, 1995, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Offices:
Initial Registered Office and Agent

The street address and the mailing address of the initial corporate office is 1883 High Street, Longwood, Florida 32750. The initial registered office of this Corporation is 250 Park Avenue South, Suite 500, Winter Park, Florida 32790 and the name of the initial registered agent of this Corporation at that address is W. Graham White.

ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be five (5).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Jeff Able	1883 High Street Longwood, Florida 32750
H. Chad Barton	1883 High Street Longwood, Florida 32750
Peter K. Coleman	1883 High Street Longwood, Florida 32750

Fred Gregg

1883 High Street
Longwood, Florida 32750

Errol Neville

1883 High Street
Longwood, Florida 32750

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
W. Graham White	250 Park Avenue South, Suite 500 Winter Park, Florida 32790

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of July, 1995.

W. Graham White
W. Graham White

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of July, 1995, by W. Graham White. He is personally known to me or has produced _____ as identification and [did/did not] take an oath.

Anne Ward
NOTARY SIGNATURE
ANNE WARD

NOTARY NAME PRINTED
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
ANNE WARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC418491
MY COMMISSION EXP. NOV. 26, 1998

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of AMERICAN TIMBER CORPORATION.

W. Graham White
W. Graham White