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124 SOUTH FLORIDA AVENUE
LAKELAND, FLORIDA 33801

SIDNEY G. PHILPOT
TRIAL PRACTICE-PERSONAL INJURY
& WRONGFUL DEATH
WORKERS' COMPENSATION
TRIAL PRACTICE-GENERAL

POST OFFICE BOX 8229
LAKELAND, FLORIDA 33802-8229

TELEPHONE 688-7575
AREA CODE 813

July 24, 1995

EFFECTIVE DATE
7-25-95

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

900001545499
-07/25/95--01070--007
****122.50 ****122.50

Re: Upland Properties, Inc.

Dear Sir or Madam:

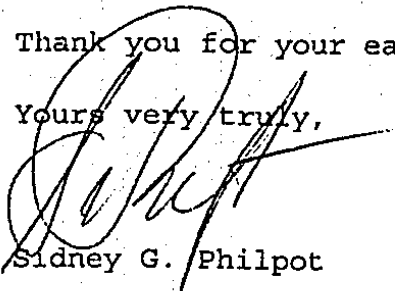
I am enclosing herewith for immediate filing the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with my check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
One Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
	<u>\$122.50</u>

Please return the certified copy in the enclosed stamped, addressed envelope.

Thank you for your early attention to this matter.

Yours very truly,


Sidney G. Philpot

SGP/plw

Enclosures

FILED
95 JUL 25 PM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten: 207 7/27/95

ARTICLES OF INCORPORATION
OF
UPLAND PROPERTIES, INC.

FILED
95 JUL 25 PM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
7-25-95

The undersigned hereby makes, subscribes, acknowledges and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida, providing for the formation, liabilities, right and privileges and immunities of corporation for profit.

ARTICLE I. NAME

The name of this corporation is UPLAND PROPERTIES, INC.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven thousand shares of common stock having nominal par value of One Dollar per share, all of which shall be common stock and shall be fully paid and nonassessable. All such stock shall be payable in cash.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall commence on the 25th day of July, 1995, and shall thereafter have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida is 124 South Florida Avenue, Lakeland, Florida, 33801. The post office address of said corporation shall be P. O. Box 8229, Lakeland, Florida, 33802-8229.

ARTICLE VI. DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII. INITIAL OFFICERS AND DIRECTORS

The names and address of this initial officers and directors of this certificate of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
SIDNEY G. PHILPOT	124 South Florida Avenue Lakeland, Florida 33801	President
HARRIETT E. ROWAND	124 South Florida Avenue Lakeland, Florida 33801	Vice President
PATRICIA L. WILLIAMS	124 South Florida Avenue Lakeland, Florida 33801	Secretary & Treasurer

ARTICLE VIII. SUBSCRIBERS

The name and post office address of the subscriber to this certificate of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
SIDNEY G. PHILPOT	124 South Florida Avenue Lakeland, Florida 33801	100

ARTICLE IX. REGISTERED AGENT

This corporation has named PATRICIA L. WILLIAMS, located at 124 South Florida Avenue, Lakeland, Florida, 33801, as its agent to accept service of process within this State.

ARTICLE X. AMENDMENT

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 stockholders, and approved

at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 24th day of July, 1995.


SIDNEY G. PHILPOT

STATE OF FLORIDA

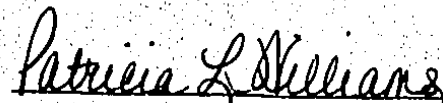
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SIDNEY G. PHILPOT, who is personally known to me, and who signed the foregoing Articles of Incorporation as subscriber, and he acknowledged before me that he subscribed to that Articles of Incorporation.

WITNESS my hand and seal this 24th day of July, 1995.



PATRICIA L. WILLIAMS
My Commission CC297202
Expires Jun. 24, 1997
Bonded by HAI
800-422-1888



Notary Public

Patricia L. Williams

Name typed, printed or stamped

Title or rank

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

95 JUL 25 PM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First---that UPLAND PROPERTIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named PATRICIA L. WILLIAMS, located in the City of Lakeland, County of Polk, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

By: Patricia L. Williams
PATRICIA L. WILLIAMS, Registered Agent