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LAW OFFICE OF HARLEY SCOTT HERMAN

Harley Scott Herman, Attorney
Norma Bentley Herman, Paralegal

2100 N. Citrus Boulevard
Leesburg, Florida 34748
Phone: (904) 787-5297
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September 9, 1995

Department of State
of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

8000015811111
-09/12/95--01118--0003
****122.50 ****122.50

RE: Filing of Articles of Incorporation
Of Home Run Properties, Inc.

Gentlemen: *By SE*

Enclosed are an original and one copy of Articles of Incorporation and Designation of Registered Office and Agent for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified copy	\$52.50
Registered agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,

Harley Scott Herman
Harley Scott Herman
Attorney at Law

HSB/nh/ncfgiss

55 SEP 12 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/15/95
TK

ARTICLES OF INCORPORATION
OF
HOMEBASE PROPERTIES, INC.

SEP 12 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - CORPORATE NAME

The name of this corporation is HOMEBASE PROPERTIES, INC.

ARTICLE TWO - PRINCIPAL OFFICE AND MAILING ADDRESS

The street and mailing address of the initial principal office of the corporation is: 2002 South Street, Leesburg, Florida 34748

ARTICLE THREE - NUMBER OF AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares, all of one class, at \$1.00 per share par value.

ARTICLE FOUR - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

AGENT: BRIAN N. DAIGNEAU

OFFICE: 306 Orange Street, Leesburg, Florida 34748

ARTICLE SIX - INITIAL DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

BRIAN N. DAIGNEAU
2002 South Street
Leesburg, Florida 34748

JAMES CARRUTHERS
7640 Frog Log Lane
Leesburg, Florida 34748

ARTICLE SIX - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation are:

BRIAN N. DAIGNEAU
2002 South Street
Leesburg, Florida 34748

ARTICLE SEVEN - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, on August 30, 1995.


BRIAN N. DAIGNEAU
INCORPORATOR

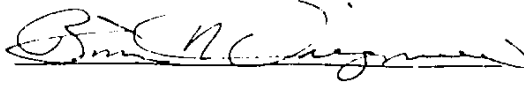
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091, and 607.034, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

HOMEBASE PROPERTIES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 306
Orange Street, Leesburg, Florida, 34748, AND REGISTERED OFFICE AT 306
Orange Street, Leesburg, Florida 34748

HAS NAMED BRIAN N. DAIGNEAU, WHOSE ADDRESS IS IDENTICAL TO THE
REGISTERED OFFICE OF THE CORPORATION, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE



TITLE

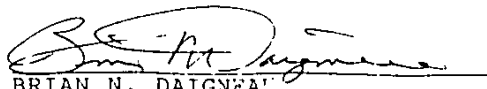
Incorporator

DATE

August 30, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES, RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE


BRIAN N. DAIGNEAU

DATE

August 30, 1995