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ROSEMARY FARLANE AUSLEY FERGUSON CMULLAN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET

P.O. BOX 301 (ZIP 32301)

TALLAHASSEE, FLORIDA 32301

(904) 224-9115 FAX (904) 224-7550

111 MADISON STREET, SUITE 2300

P.O. BOX 1631 (ZIP 33601)

TAMPA, FLORIDA 33602

(813) 873-4700 FAX (813) 873-4390

March 22, 1996

400 CLEVELAND STREET

P.O. BOX 1008 (ZIP 34617)

CLEARWATER, FLORIDA 34618

(813) 441-8000 FAX (813) 442-8470

IN REPLY REFER TO:

Tallahassee,

Direct Line: 904/425-5497

VIA HAND-DELIVERY

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

Re: El Destino, Inc.; El Destino, Ltd.

Dear Sir or Madam: *Trans: Destination Inc of Jefferson County*

Enclosed for filing are the original and one copy of the Articles of Incorporation (with the Certificate Designating Registered Agent) of El Destino, Inc.

After the documents for the above corporation have been filed, enclosed for further filing are the original and one copy of the Certificate of Limited Partnership (with Affidavit of Capital Contributions and Certificate of Acceptance of Registered Agent) for El Destino, Ltd.

Also enclosed is our check in the amount of \$1,837.50 for the following fees:

\$1,960.00

100001757601

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***1960.00 ***122.50

EL DESTINO, INC. (corporation):

1. Filing fee \$ 35.00
2. Certified copy of Articles \$ 52.50
3. Registered Agent Designation \$ 35.00

Subtotal

EL DESTINO, LTD. (limited partnership):

1. Filing fee \$1,750.00
2. Certified copy of Certificate \$ 52.50
3. Registered Agent Designation \$ 35.00

Subtotal

GRAND TOTAL

\$

\$1,837.50

\$1,960.00

Need as soon as possible

DIVISION OF CORPORATIONS

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Secretary of State
March 22, 1996
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This is to request expedited processing of this filing in preparation for a closing on Monday. Please return our certified copies of the Articles and the Certificate with our messenger.

If you have any questions, please do not hesitate to call.

Sincerely,

Carolyn D. Olive
Carolyn D. Olive

CDO/

Enclosures

cc: Thomas A. Barron (w/encl.)

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ARTICLES OF INCORPORATION OF

EL DESTINO, INC. OF JEFFERSON COUNTY

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be EL DESTINO, INC. OF JEFFERSON COUNTY

ARTICLE II.

Address

The principal place of business, and the mailing address, of this Corporation shall be Route 3, Box 118, Monticello, Florida 32344.

ARTICLE III.

Corporate Purposes

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

Term of Corporate Existence

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V.
Corporate Powers

This Corporation shall have and exercise all the powers accorded corporations under the laws of the State of Florida.

ARTICLE VI.
Stock

The authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE VII.
Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

THOMAS A. BARRON
413 Meridian Place
Tallahassee, Florida 32303

ARTICLE VIII.
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial

Registered Agent of the Corporation at the above address shall be Carolyn D. Olive. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE IX.
Board of Directors

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The initial Board of Directors shall consist of two persons. The number of directors may be either increased or decreased from time to time as regulated by the Bylaws.

The name and street address of each member of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders and thereafter until his or her successor is elected and qualified or until his or her earlier resignation, removal from office, inability to act, or death, is as follows:

THOMAS A. BARRON
413 Meridian Place
Tallahassee, Florida 32303

JANE HENDERSON BARRON
413 Meridian Place
Tallahassee, Florida 32303

ARTICLE X.
Officers

The Corporation shall have a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as prescribed by the bylaws. The Corporation may have such other officers and assistant officers and agents as the Board of Directors may deem necessary, to be elected by the Board of Directors or chosen in such other manner as prescribed by the bylaws. A person may hold more than one office; and all of the offices may be held by the same person. The names and addresses of the initial officers are as follows:

President/Treasurer

JANE HENDERSON BARRON
413 Meridian Place
Tallahassee, Florida 32303

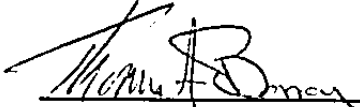
Vice President/Secretary

THOMAS A. BARRON
413 Meridian Place
Tallahassee, Florida 32303

ARTICLE XI.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of EL DESTINO, INC. this 21st day of March, 1996.


THOMAS A. BARRON
Incorporator

STATE OF FLORIDA

COUNTY OF LEON

The foregoing Articles of Incorporation of EL DESTINO, INC.
were acknowledged before me this 21st day of March, 1996, by
THOMAS A. BARRON, as Incorporator.

Jean G. Sowell
Signature of Notary Public

Jean G. Sowell
Printed/Typed/Stamped Name of Notary

Commission No. and Expiration Date:

Notary Stamp/Seal:



JEAN G. COWELL
MY COMMISSION # CC275722 EXPIRES
May 10, 1997
BONDED TRU TRUY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED
SECRETARY OF STATE
CORPORATIONS

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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, EL DESTINO, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial Registered Office, and has named Carolyn D. Olive located at said address as its initial Registered Agent.



THOMAS A. BARRON
Incorporator

Date: 3/21/96

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.



CAROLYN D. OLIVE
Registered Agent

Date: March 22, 1996

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