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LAW OFFICES
OF
BEN WATKINS
41 Commerce Street
Apalachicola, Florida 32320
Telephone: (904)853-2121
Facsimile: (904)853-0100

J. Ben Watkins
Jan J. Heuler
Douglas W. Gaidry

Carrabelle Office:
103 Meridian Street South
Post Office Drawer 1335
Carrabelle, FL 32322-1335
Telephone: (904)697-4000

Steve M. Watkins, III

April 25, 1996

Doris McDuffie
Bureau of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: RIVERSIDE ASSOCIATES, INC.

Dear Ms. McDuffie:

400001801744
-04/30/96--01101--009
*****70.00 *****70.00

Enclosed are the original and one copy of Articles of Incorporation for the above-referenced corporation, together with Registered Agent's Certificate and our check for \$70.00 to cover:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	\$ 35.00
	\$ 70.00

FILED
96 APR 26 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We do not need a Certified Copy of Articles of Incorporation at this time.

Please note that the street address of the corporation appears to be a mailing address only. It is a physical street address as well.

We would appreciate your kindness in helping us expedite this matter, as we are closing a real estate transaction within 5 days and need the corporation in existence at the time of closing. Please call us collect with the charter number.

Thank you.

Dmc
4/26/96

Sincerely,

LAW OFFICE OF BEN WATKINS

Douglas W. Gaidry

Enclosures

**ARTICLES OF INCORPORATION
OF
RIVERSIDE ASSOCIATES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is RIVERSIDE ASSOCIATES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, which shall be issued for money, property, or services as may be determined by the Board of Directors of the Corporation.

ARTICLE V - INITIAL PRINCIPAL AND REGISTERED OFFICES AND AGENT

The street address of the initial principal office of this Corporation is Route 1, Box 436, Sopchoppy, Florida 32358, and the mailing address of the Corporation is Route 1, Box 436, Sopchoppy, Florida 32358. The initial registered office of this corporation is 41 Commerce Street and the name of the initial registered agent of this Corporation at the registered office address is J. Ben Watkins.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

TERRY NELSON

Route 1, Box 436
Seachoppy, Florida 32358

STEVE STRICKLAND

400 El Destinado
Tallahassee, Florida 32312

C.J. MARKLEY

640 N.E. Capital Circle
Tallahassee, Florida 32301

ARTICLE VII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between this Corporation and any other corporation, or individual, shall be, in the absence of fraud, affected or invalidated by the fact that one or more of the directors or officers of this Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from such contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any director of this Corporation may vote on any contract or other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

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

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is J. Ben Watkins, 41 Commerce Street, Apalachicola, Florida 32320.

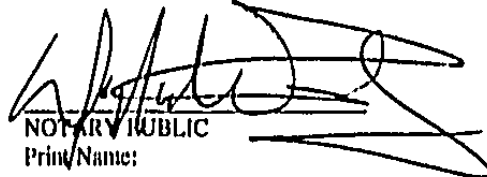
 IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this
day of April, 1996.

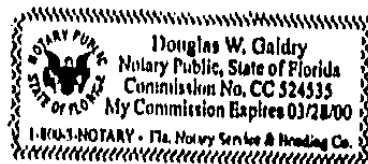

J. BEN WATKINS

STATE OF Florida)
COUNTY OF Franklin) ss.

The foregoing instrument was acknowledged before me this 25th day of April, 1996 by J. Ben Watkins,
who is personally known to me.

Commission Expires:
Commission Number:


NOTARY PUBLIC
Print Name:



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

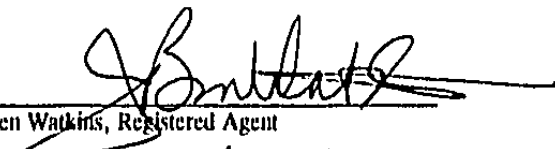
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TALLAHASSEE, FLORIDA

The following is submitted in compliance with Section 48.091 Florida Statutes:

RIVERSIDE ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal office at the Town of Sopchoppy, Florida, has named J. Ben Watkins as its registered agent at the registered office at 41 Commerce Street, Apalachicola, Florida 32320 to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the above-referenced statute relative to keeping said office open. I am familiar with and accept the duties and responsibilities of registered agent.


J. Ben Watkins, Registered Agent

Date: 4/25/96