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LAW OFFICES
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SUITE 402, CORPORATE SQUARE
CLEARWATER, FLORIDA 34621
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FILED

96 JUN -3 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 31, 1996

VIA UPS

800001850526
-06/04/96--01139--011
***245.00 ***122.50

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Gentlemen:

Re: HIPPS REALTY, INC.
LAND O'LAKES MARINE, INC.

Enclosed herewith please find the charter for each of the above-captioned corporations which we request that you file in your office. Also enclosed are copies of the same which we request that you certify and return to us.

Our check in the amount of \$245.00 is also enclosed to cover your charges as follows:

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

\$122.50 (for each corporation)

Thank you for your cooperation in this regard. Please return the certified copy of each of the Articles of Incorporation by UPS overnight delivery. An envelope and invoice and enclosed for your use.

Very truly yours,

Donald R. Hall

DRH:dk
Encs.

PH
6/6/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HIPPS REALTY, INC.

Article I - Name

The name of this corporation is HIPPS REALTY, INC.

Article II - Principal Place of Business

The principal place of business of this corporation is 5110
Land O'Lakes Boulevard, Land O'Lakes, Florida 34639.

Article III - Duration

This corporation shall exist for a perpetual period.

Article IV - Purpose

This corporation is organized for the purpose of transacting
any or all lawful business for which corporations may be incor-
porated.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00
par value common stock.

Article VI - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power
for the election of directors and for all other purposes shall be
vested exclusively in the holders of the outstanding Common Shares.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5110 Land O'Lakes Boulevard, Land O'Lakes, Florida 34639, and the name of the initial registered agent of this corporation at that address is David E. Hipps, Sr.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By:


David E. Hipps, Sr.

Article VIII - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors are:

David E. Hipps, Sr.
David E. Hipps, Jr.
Richard Grant

ALL LOCATED AT 5110 Land O'Lakes Boulevard, Land O'Lakes, Florida 34639.

Article IX - Incorporator

The names and addresses of the persons signing these articles are:

David E. Hipps, Sr.
David E. Hipps, Jr.
Richard Grant

ALL LOCATED AT 5110 Land O'Lakes Boulevard, Land O'Lakes, Florida 34639.

Article X - Bylaws

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The power to adopt, alter, amend or repeal bylaws is vested in the Board of Directors and the shareholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article XI - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.


Article XII - Indemnification

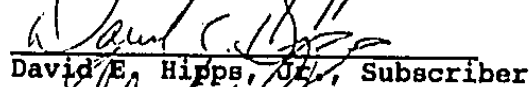
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

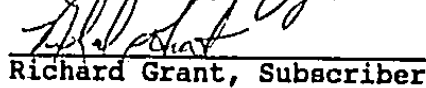
Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 24 day of May, 1996.


David B. Hipps, Sr., Subscriber


David E. Hipps, Jr., Subscriber


Richard Grant, Subscriber

STATE OF OHIO,

COUNTY OF Franklin

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DAVID E. HIPPS, SR., DAVID E. HIPPS, JR., and RICHARD GRANT, who are personally known to me or who produced driver license as identification, and they acknowledged before me that they executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of May, 1996.

Susan M. Donofe
Notary Public

My Commission Expires:

SUSAN M. DONOFE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JULY 20, 1999