

P960000052922

WATKINS & RAMUNNI, P.A.

Attorneys and Counselors at Law

John Jay Watkins
Steven A. Ramunni
(Member - Texas Bar)

150 South Main Street, Suite 3
Post Office Box 250
LaBelle, Florida 33935

Telephone: 941-675-4424
Facsimile: 941-675-4521

June 17, 1996

Florida Secretary of State
Division of Corporations
The Capitol, Room 2002
Tallahassee, Florida 32301

IN RE: The Incorporation of Felda Grove, Inc.

Dear Ladies and Gentlemen:

Enclosed herewith is the original and one copy of the duly executed Articles of Incorporation along with my check in the amount of \$122.50 for the incorporation of FELDA GROVE, INC.

Please file them with your department and return to me a certified copy thereof. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance and cooperation in this matter.

Sincerely,


John Jay Watkins

/rtd

Enclosures

800001867618
-06/19/96--01118--004
****122.50 ****122.50

Please expedite this filing. Thank you.

FILED
96 JUN 19 AM 8 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

6-21-96

ARTICLES OF INCORPORATION

OF

FELDA GROVE, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: FELDA GROVE, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall

be: John Jay Watkins
 150 South Main Street
 Post Office Box 250
 LaBelle, Florida 33975

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be

FILED
26 JUN 19 4 0 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

less than one (1).

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this corporation and their street addresses are:

GEORGE H. AUSTIN
21141 S.R. 80
ALVA, FL 33920

P. WAYNE JACKSON
21141 S.R. 80
ALVA, FL 33920

The persons named as initial directors shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and the street address of the person signing these Articles of Incorporation as the Incorporator are:

JOHN JAY WATKINS
150 South Main Street
Post Office Box 250
LaBelle, Florida 33975

ARTICLE IX. 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS.

All shareholders shall be entitled to preemptive rights.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has

executed the foregoing Articles of Incorporation this 17th day of
June, 1996.

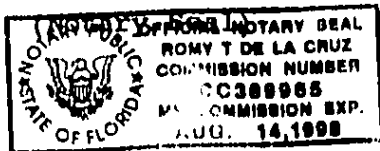


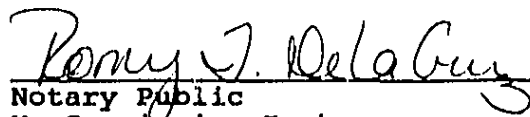
JOHN JAY WATKINS
Incorporator

STATE OF FLORIDA

COUNTY OF HENDRY

BEFORE ME, a Notary Public, personally appeared JOHN JAY
WATKINS, to me personally known to be the person described as
Incorporator and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to
these Articles of Incorporation this 17th day of June, 1996.





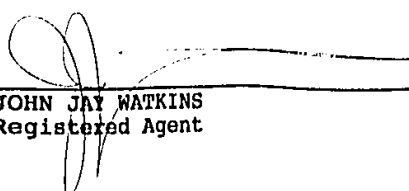
Notary Public
My Commission Expires:

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

That FELDA GROVE, INC., desiring to organize under the laws of the State of Florida, with its principal office located at 21141 S.R. 80, Alva, County of Lee, State of Florida, has named JOHN JAY WATKINS, located at 150 South Main Street, Suite 3, LaBello, Florida, County of Hendry, 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-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



JOHN JAY WATKINS
Registered Agent

FILED
96 JUN 19 AM 8 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA