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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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FILED 1996 JUN 25 10:15
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June 25, 1996

Via Hand Delivery

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

Re: Bradfordville Land Company, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and certified copy charge.

Enclosed is a copy of the name reservation which was previously filed by our firm on this matter.

I would appreciate you calling my office when the certified copy is ready and I will arrange for someone to pick it up.

If you have any questions or if any additional information is needed, please do not hesitate to give me a call.

Sincerely,

Robert A. Pierce
35

Robert A. Pierce

RAP/ss
Enclosures

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6/25/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1996

AUSLEY & MCMULLEN

The name BRADFORDVILLE LAND COMPANY, INC. has been reserved for 120 days beginning June 19, 1996. The reservation number is R96000003022 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 896A00030446

FILED
96 JUL 25 5 PM '47
TALLAHASSEE, FLA.

**ARTICLES OF INCORPORATION
OF
BRADFORDVILLE LAND COMPANY, INC.**

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **Bradfordville Land Company, Inc.** The principal place of business and mailing address of this Corporation is 1867 Chardonnay Place, Tallahassee, Florida 32311.

**ARTICLE II.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 10,000 shares of common stock with 1¢ par value 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 IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporators**

The names and street addresses of the Incorporators of this Corporation are as follows:

Ronald P. Brafford
971 Paw Paw Court
Tallahassee, Florida 32312

William A. Giudice
1867 Chardonnay Place
Tallahassee, Florida 32311

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
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 Robert A. Pierce. 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 VIII.
Number of Directors**

This Corporation shall have no less than two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Ronald P. Brafford
971 Paw Paw Court
Tallahassee, Florida 32312

William A. Giudice
1867 Chardonnay Place
Tallahassee, Florida 32311

**ARTICLE X.
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President

Ronald P. Brafford
971 Paw Paw Court
Tallahassee, Florida 32312

Secretary &
Treasurer

William A. Giudice
1867 Chardonnay Place
Tallahassee, Florida 32311

**ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and

they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII. Financial Information


The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE XIII. 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, the undersigned, being the original subscribing Incorporators to the foregoing Articles of

Incorporation, have executed these Articles of Incorporation this
24 day of JUNE, 1996.



Ronald P. Brafford
Incorporator



William A. Giudice
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 24
day of June, 1996, by Ronald P. Brafford, who is
personally known to me and who did not take an oath.



Signature of Notary Public

Notary Seal/Stamp:  GAIL T. SEALS
MY COMMISSION # CC302681 EXPIRES
July 19, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 24
day of June, 1996, by William A. Giudice, who is
personally known to me and who did not take an oath.



Signature of Notary Public


Notary Seal/Stamp:

 GAIL T. SEALS
MY COMMISSION # CC302681 EXPIRES
July 19, 1997
BONDED THRU TROY FAIR INSURANCE, INC.


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Bradfordville Land Company, 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 Robert A. Pierce, located at said address, as its initial Registered Agent.




Ronald P. Brafford
Incorporator
Date: 6/24/, 1996



William A. Giudice
Incorporator
Date: June 24, 1996

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



ROBERT A. PIERCE
Registered Agent
Date: 6-24-96, 1996