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July 30, 1996

Ms. Karen Beyer
or Ms. Lynn Turley
Division of Corporations
Department of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
7-30-96

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Re: Sandhill Crane of Florida, Inc. and
U.S.A. Florida, Inc.

Dear Ms. Beyer or Ms. Turley:

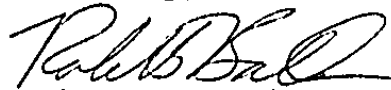
Mr. Darvish called my office this afternoon with a request that the enclosed be forwarded to you via express mail deliver for processing as soon as possible.

Therefore, please find enclosed the signed original and one signed copy of the Articles of Incorporation of the above corporations. We have also enclosed our client's checks in the amount of \$122.50 each for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copies of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,


Robert B. Battista

RBB/klb

Enclosures

72 JUL 31 1996

FILED
96 AUG -2 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7-30-96

ARTICLES OF INCORPORATION
OF
SANDHILL CRANE OF FLORIDA, INC.

FILED
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CLERK OF CIRCUIT COURT
FLORIDA

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be SANDHILL CRANE OF FLORIDA, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be:

To buy, sell, own, develop, lease, manage or otherwise deal with real property, improved and unimproved, of all kinds, including single family residential, multi-family and commercial properties.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property,

franchises and income.

To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

To conduct its business, carry on its operations, and have offices and exercise the powers granted to corporations under the Florida Statutes both within and without this state.

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, now inconsistent with these Articles of Incorporation or with the Florida Statutes, for the administration and regulation of the affairs of the corporation.

To make donations for the public welfare or for charitable, scientific or educational purposes.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of the directors, officers and employees of the Corporation, and for any or all of the directors, officers and employees of any subsidiary of the Corporation.

To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The aggregate number of shares which the Corporation is

authorized to issue is Two Hundred Fifty (250) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE IV

The address of the principal office of the Corporation is 12830 Shady Hills Road, Spring Hill, Florida 34610.

ARTICLE V

The street address of the initial registered office of the corporation is 12830 Shady Hills Road, Spring Hill, FL 34610. The name of the initial registered agent at such address is Mehrdad Darvish.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mehrdad Darvish	12830 Shady Hills Road Spring Hill, FL 34610

ARTICLE VII

The name and address of the incorporator of this Corporation is as follows:

Mehrdad Darvish	12830 Shady Hills Road Spring Hill, FL 34610
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ARTICLE VIII

The date corporate existence shall begin shall be July 30, 1996, provided that these Articles are filed with the Department of

State within five (5) days of the date of subscription and acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

IN WITNESS WHEREOF, the undersigned, being the sole subscriber to those Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, has hereunto set his hand and seal at Brooksville, in the County of Hernando, State of Florida, this 30 day of July, 1996.


MEHRDAD DARVISH

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, personally appeared MEHRDAD DARVISH, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 30th day of July, 1996.


NOTARY PUBLIC

(Printed name of Notary Public)

My Commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is SHADHILL CRANE OF FLORIDA, INC.
2. The name and address of the registered agent and office is:

Mehrdad Darvish
12830 Shady Hills Road
Spring Hill, FL 34610

Mehrdad Darvish
MEHRDAD DARVISH
Corporate officer

Title: Director
Date: July 30, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Mehrdad Darvish
MEHRDAD DARVISH
Date: July 30, 1996

FILED
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SECTION 11 - FLORIDA