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PHINITE HALL SHOW ACCOUNT NO. : 07210000032

REFERENCE: 075555 108591A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: September 5, 1996

ORDER TIME : 10:59 AM

CUSTOMER NO: 108591A

ORDER NO. : 075555

CUSTOMER: Robert W. Browning Jr., Esq

ANTHONY W. CAMPISANO, ESQ

Suite 753

1800 Second Street Sarasota, FL 34236

DOMESTIC FILING

NAME: FALLING ROCK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

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OF.

FALLING ROCK, INC.

ARTICLE ONE. NAME

The name of the corporation is FALLING ROCK, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

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

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$ 1.00 per share.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 703 South Gulf Dr., Bradenton Beach, FL 34217.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second St., Suite 755, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney 1800 Second St., Suite 755 Sarasota, Fl. 34236

ARTICLE NINE. AMENDMENT

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

The undersigned Incorporator has executed these Articles of Incorporation this 4th day of September, 1996.

ROBERT W. BROWNING, JR.

STATE OF FLORIDA COUNTY OF SARASOTA

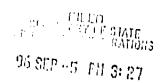
The foregoing instrument was acknowledged before me this 4th day of September, 1996, by Robert W. Browning, Jr., who personally appeared before me and is personally known to me.

Laura Lee Dezelski
Notary Public, State of Florida
Commission No. CC 536952

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1.400-1.NOTARY - Fix Notary Service & Bonding Co.
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Notary Public

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT FOR FALLING ROCK, INC.



Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: September 4, 1996

ROBERT W. BROWNING, JR.