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Nicholas T. Schroeder
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Gainesville, Florida 32607

904-376-8118

November 6, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/07/96--01047--008
*****70.00 *****70.00

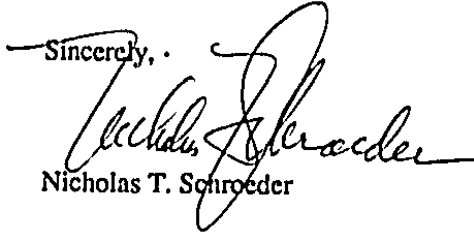
Re: *Incorporation of HIGHLANDS VENTURES, INC.*

Enclosed are the following:

1. Articles of Incorporation of HIGHLANDS VENTURES, INC.,
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely, .


Nicholas T. Schroeder

Enclosures (3)

EFFECTIVE DATE
11-15-96

NOV 12 1996

FILED
NOV -7 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HIGHLANDS VENTURES, INC.

FILED
96 NOV -7 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11-15-96

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be **HIGHLANDS VENTURES, INC.**

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

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

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1,000) shares having no par value common. All stock when issued shall be non-assessable. All stock of the corporation shall have limitations on the issue of or the transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part therefore, whether issued or to be issued, or for options for the purchase in the event of the sale of the stock issued by the corporation.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Beginning of Corporate Existence

The date corporate existence shall begin shall be November 15, 1996.

ARTICLE VII

Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be:

1431 NE 17th Avenue
Gainesville, Florida 32609

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

DAVID A. BERKEY
1431 NE 17th Avenue
Gainesville, FL 32609

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

DAVID A. BERKEY
1431 NE 17th Avenue
Gainesville, FL 32609

ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.

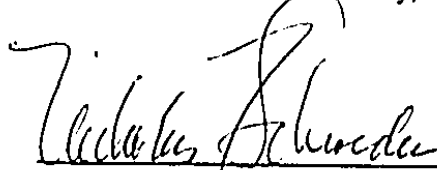
IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 6th day of November, 1996.


DAVID A. BERKEY

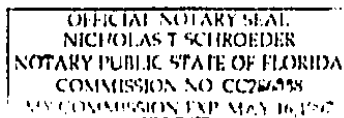
STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, DAVID A. BERKEY, being well known or identified by his Florida Driver's License, and who did take an oath, acknowledged before me that he is a party to the foregoing Articles of Incorporation, and further acknowledge the Articles of Incorporation to be his free act and deed as the Signer thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Alachua County, Florida, this 16 day of November, 1996.



Notary Public
My commission expires:



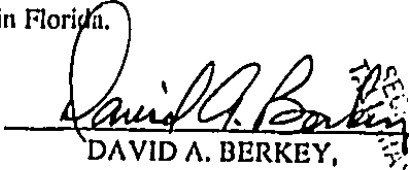
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

HIGHLANDS VENTURES, INC., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at: 1431 NE 17th
Avenue, Gainesville, FL, 32609, has named **DAVID A. BERKEY**, located at:

1431 NE 17th Avenue,
Gainesville, FL, 32609

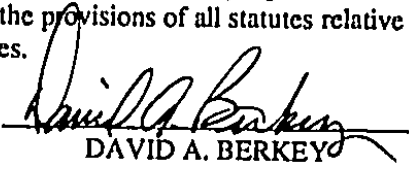
as its agent to accept service of process within Florida.


DAVID A. BERKEY,
President

Date: 11/6/94

FILED
NOV -7 PM 12:51
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate, I hereby 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.


DAVID A. BERKEY
Registered Agent

Date: 11/6/94