

(SAMPLE LETTER OF TRANSMITTAL)

P96000093711

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

Re: Highland Falls 800602002438--8
(name of corporation) -11/13/96--01066--003
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

James Harold Hunt
(individual's name)

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96 NOV 12 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Highland Falls One.
(name of corporation)

11/15

MAILING ADDRESS OF CORPORATION		
1425 W. Highland Blvd		
Oversoness Fla.		
34452	PHONE	
(352) 344-3716		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of
Highland Falls Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Highland Falls One

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one Thousand shares (1,000) of 1.00 per share Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>James Harold Stuart</u>		
ADDRESS	<u>142.5 W. Highland Blvd</u>		
CITY	<u>Orlando Fla.</u>	FLORIDA	ZIP <u>34452</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Highland Falls One</u>		
ADDRESS	<u>142.5 W. Highland Blvd</u>		
CITY	<u>Orlando Fla.</u>	FLORIDA	ZIP <u>34452</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>James Harold Stuart</u>		
ADDRESS	<u>142.5 W Highland Blvd</u>		
CITY	<u>Orlando</u>	STATE <u>Fla</u>	ZIP <u>34452</u>
NAME	<u>Sandra Marie Stuart</u>		
ADDRESS	<u>142.5 W Highland Blvd</u>		
CITY	<u>Orlando</u>	STATE <u>Fla.</u>	ZIP <u>34452</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALLAHASSEE FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	James Harold Stuart		
ADDRESS	1425 W. Highland Blvd.		
CITY	Towerness Fla.	STATE	FLA. ZIP 34452
NAME	Sandra Marie Stuart		
ADDRESS	1425 W. Highland Blvd.		
CITY	Towerness	STATE	Florida ZIP 34452
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 8TH day of November 19 98.

James Harold Stuart (Seal)
Sandra Marie Stuart (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Highland Falls, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 1425 W. Highland Blvd.
Inverness, Florida 34452

has named James Harold Stuart
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar
with the obligations of that position, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.

James Harold Stuart
(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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