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HAND, DREW, SHOWALTER & MERCIER

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

200 WEST FORSYTH STREET, SUITE 1020

JACKSONVILLE, FLORIDA 32202

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JACK G. HAND, JR.
LEE F. MERCIER
JULIE BAIRD
RUSSELL H. SHOWALTER, JR.

HORACE R. DREW, JR.
OF COUNSEL

November 27, 1996

State of Florida
Division of Corporations
P.O. Box 6237
Tallahassee, Florida 32314

Re: MC/RC Properties, Inc.

Ladies and Gentlemen:

Enclosed for filing is the original fully executed Articles of Incorporation of MC/RC Properties, Inc. Also enclosed is our firm check in the amount of \$70.00 to cover the filing fee of \$35.00 and the registered agent designation fee of \$35.00.

Please file the original Articles immediately and deliver an acknowledgment of the filing through the undersigned in the enclosed, self-addressed, stamped envelope which we have included for that purpose.

If you have any questions concerning this matter, please do not hesitate to contact the undersigned by collect call. Thank you for your assistance.

Sincerely,

Jack G. Hand, Jr.

JGH/pm
enclosure
(PM13courson Ltr)

Dmc
12/4/96

502

95 DEC 26 PM 2:21
FBI
TALLAHASSEE, FLORIDA

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December 24, 1996

Secretary of State
Division of Corporations
Attention: Doris McDuffie
Corporate Specialist Supervisor
P.O. Box 6237
Tallahassee, Florida 32314

Re: Letter Number 796A00054483
Reference Number W96000025422

Dear Ms. McDuffie:

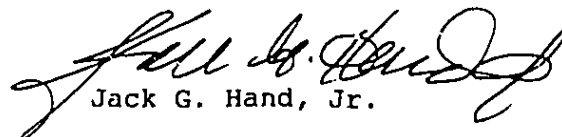
Pursuant to your correspondence of December 4, 1996, indicating that MC/RC Properties, Inc. was not available, and our telephone conversation on Tuesday, I enclose a new Articles of Incorporation for RC/MC Properties, Inc. It is my understanding that you are still holding the \$70.00 for the filing of these Articles of Incorporation, and I would appreciate it if you would file them and deliver an acknowledgment of the filing to the undersigned in the enclosed, self-addressed, stamped envelope which we have included for that purpose.

As I indicated to you, it is important that this corporation be incorporated during 1996. It is my understanding from our conversation that that should not be a problem, and that the corporation will be filed during 1996.

If you have any questions at all concerning this matter, please do not hesitate to contact the undersigned by collect call.

Thank you for your assistance and the information which you furnished to me on this matter.

Very truly yours,



Jack G. Hand, Jr.

JGH,'pm
enclosure
(PM13courson2.ltr)

**ARTICLES OF INCORPORATION
OF
RC/MC PROPERTIES, INC.**

FILED
95 DEC 26 PM 2:21
TALLAHASSEE
FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is RC/MC PROPERTIES, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation is organized for the purpose of purchasing, owning, leasing and selling real property, but the Corporation may engage in any activity or business permitted under the laws of the United States or America and of the State of Florida.

ARTICLE III

PRINCIPAL OFFICE

The principal office and original mailing address of the corporation is 520 Kings Road South, Callahan, Florida 32011.

ARTICLE IV

CAPITAL STOCK

A. Authorized Capital. This corporation is authorized to issue one thousand (1,000) shares of the par value of one dollar (\$1.00) each, which shall be designated "Common Shares."

B. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1000, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Jack G. Hand, Jr.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

NAME

ADDRESS

JACK G. HAND, JR.

200 West Forsyth Street, Suite 1000
Jacksonville, Florida 32202

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

ROBERT D. COURSON

520 Kings Road South
Callahan, Florida 32011

MARTHA A. COURSON

520 Kings Road South
Callahan, Florida 32011

ARTICLE VIII

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 24th day of December, 1996.

Signed, sealed and delivered
in the presence of:

Julie Saieg

JACK G. HAND, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 24th day of
December, 1996, by **JACK G. HAND, JR.**, who is personally known to me or has
produced _____ as identification.



Julie Saieg
My Commission CC577804
Expires Aug 18, 2000

Julie Saieg
Notary Public, State of Florida

My Commission Expires:

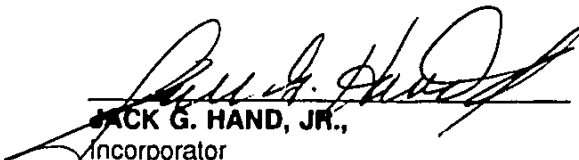
Julie Saieg
Typed or Printed Name of Notary

**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 AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

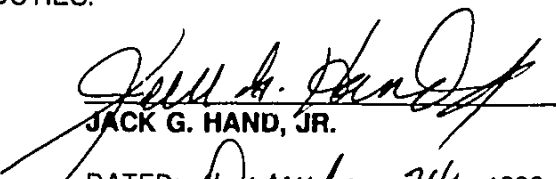
RC/MC PROPERTIES, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA AND WITH ITS PRINCIPAL PLACE OF BUSINESS AT 520 KINGS ROAD
SOUTH, CALLAHAN, FLORIDA 32011, HAS DESIGNATED JACK G. HAND, JR.,
LOCATED AT 200 WEST FORSYTH STREET, SUITE 1000, CITY OF JACKSONVILLE,
STATE OF FLORIDA 32202, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


JACK G. HAND, JR.,
Incorporator

DATED: December 24 1996

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.


JACK G. HAND, JR.
DATED: December 24 1996