

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: North Florida Land
2 Timber, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days. 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY Jan CK No. _____

WALK-IN
Will Pick Up

1/2 4:00 Jan 1/2

FILED
97 JAN -2 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NORTH FLORIDA LAND & TIMBER, INC.

ARTICLE I

NAME AND BUSINESS ADDRESS OF CORPORATION

The name and business address of the corporation is:

NORTH FLORIDA LAND & TIMBER, INC.
POST OFFICE BOX 507 (MAILING ADDRESS)
VERNON, FLORIDA 32462

NORTH FLORIDA LAND & TIMBER, INC.
3982 CREEK ROAD (PHYSICAL ADDRESS)
VERNON, FLORIDA 32462

ARTICLE II

CORPORATE NATURE

The purpose is to conduct and engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE III

COMMENCEMENT AND DURATION

The Corporation shall endure perpetually, commencing upon the filing of the Articles with the Secretary of State.

ARTICLE IV

CAPITAL/STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One (\$1.00) Dollar par value for each of said common stock shares.

ARTICLE V

BOARD OF DIRECTORS

The Corporation's Board of Directors shall consist of two (2) Directors. The number can be either increased or decreased from time to time by amendment of the By-Laws, but shall never be less than one (1). The names and addresses of the initial Board of Directors is:

BILL WORLEY
P.O. BOX 507
3982 CREEK ROAD
VERNON, FLORIDA 32462

JOSEPH P. HADDOCK
ROUTE 2 BOX 188-A
CHIPLEY, FLORIDA 32428

ARTICLE VI

NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

ARTICLE VII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular or annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

ARTICLE VIII

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE IX

REGISTERED AGENT

The Registered Agent of the Corporation and his address shall be:

BILL WORLEY
POST OFFICE BOX 507
3982 CREEK ROAD
VERNON, FLORIDA 32462

ARTICLE X

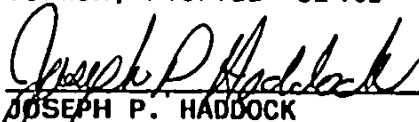
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 30th day of December, 1996.


BILL WORLEY

Post Office Box 507
3982 Creek Road
Vernon, Florida 32462


JOSEPH P. HADDOCK

Route 2 Box 188-A
Chipley, Florida 32428

STATE OF FLORIDA
COUNTY OF WASHINGTON

The foregoing Articles of Incorporation were acknowledged before me this 30th day of December, 1996, by BILL WORLEY and JOSEPH P. HADDOCK, who are personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of December, 1996.

My Commission Expires:

Mary Stewart
Notary Public



Mary Stewart
MY COMMISSION # 00861896 EXPIRES
April 30, 2000
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

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, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Bill Worley

BILL WORLEY, Registered Agent
Post Office Box 507
3982 Creek Road
Vernon, Florida 32462

STATE OF FLORIDA
COUNTY OF WASHINGTON

The foregoing Acceptance of Registered Agent was acknowledged before me this 30th day of December, 1996, by BILL WORLEY, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of December, 1996.

My Commission Expires:

Mary Stewart
Notary Public

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Mary Stewart
MY COMMISSION # 00861896 EXPIRES
April 30, 2000
BONDED THRU TROY FARM INSURANCE, INC.