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ACCOUNT NO. : 072100000032

REFERENCE : 255655 7107789

AUTHORIZATION : Patricia Piquito

COST LIMIT : \$ 70.00

ORDER DATE : February 11, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 255655-005

100002003811--5

CUSTOMER NO: 7107789

CUSTOMER: Mr. Greg Matovina
MATOVINA & COMAPNY

Suite 106a
2955 Hartley Road
Jacksonville, FL 32257

DOMESTIC FILING

NAME: CAROLINE RIDGE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
97 FEB 11 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB 11 AM 10:46
DIVISION OF CORPORATION

2/11/97
TB

ARTICLES OF INCORPORATION OF
CAROLINE RIDGE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Caroline Ridge, Inc..

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address shall be 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 of no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Gregory E. Matovina, 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

ARTICLE V BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one, and the name(s) of the person(s) who is/are to serve as director(s) until the first annual meeting of the shareholder(s) or until successors are elected and qualified is Gregory E. Matovina having an address at 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Gregory E. Matovina, whose address is 2955 Hartley Road, Suite 106A, Jacksonville, FL 32257.

FILED
97 FEB 11 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned has executed these Articles of Incorporation this 10th day of February, 1997.

INCORPORATOR

G. E. Matovina

GREGORY E. MATOVINA

REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for the above corporation.

G. E. Matovina

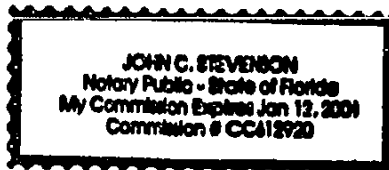
GREGORY E. MATOVINA

Sworn to and subscribed before me this 10th day of FEB., 1997.

[Signature]

NOTARY PUBLIC

My Commission Expires 1-12-01.



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Caroline Ridge, Inc.

2. The name and address of the registered agent and office is:

Gregory E. Matovina
(Name)

2955 Hartley Road, Suite 106A
(P.O. Box not acceptable)

Jacksonville, FL 32257
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gregory E. Matovina
(Signature)

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TALLAHASSEE, FLORIDA