

BRANDON J. RAFOOL
ATTORNEY AT LAW

1519 THIRD STREET S.E.
POST OFFICE BOX 7286
WINTER HAVEN, FLORIDA 33883-7286

(941) 299-2339

Fax (941) 295-7712

March 27, 1997

FEDERAL EXPRESS

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

100002130401--8
-04/01/97--01037--011
****122.50 ****122.50

RE: PINECREST RANCHES, INC.

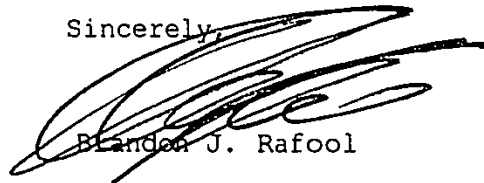
Dear Sir:

Enclosed herewith for filing in connection with the above referenced matter, please find Articles of Corporation, together with Registered Agent form, together with our check in the amount of \$122.50 to cover the cost of your fee.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter, I am,

Sincerely,



Brandon J. Rafool

BJR:dn
Enclosures

FILED
97 APR -1 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PINECREST RANCHES, INC.

FILED
97 APR -1 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is PINECREST RANCHES, INC., whose address is: 277 Magnolia Avenue, Winter Haven, Florida 33880.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 100 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be 277 Magnolia Avenue, Winter Haven, Florida 33880, but the Corporation shall have the power to establish branch offices and other places of

business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are:

JAMES O. VAUGHN	277 Magnolia Avenue Winter Haven, FL 33880
MARGARET S. HANKIN	1606 N. Lake Shipp Drive Winter Haven, FL 33880

ARTICLE IX. - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

JAMES O. VAUGHN	277 Magnolia Avenue Winter Haven, FL 33880
-----------------	---

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 28th day of March, 1997.

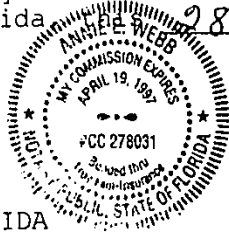

JAMES O. VAUGHN


MARGARET S. HANKIN

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared JAMES O. VAUGHN, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced _____, as identification and who ~~did~~ (did not) take an oath, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 28th day of March, 1997.



Annie E. Webb
ANNIE E. WEBB Notary Public
My Commission Expires: 4-19-97

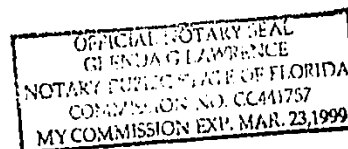
STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared MARGARET S. HANKIN, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced _____, as identification and who ~~did~~ (did not) take an oath, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 28th day of March, 1997.

Glenda G. Lawrence
Notary Public
My Commission Expires: _____

GLENDAG. LAWRENCE



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

In Pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--- **PINECREST RANCHES, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of **WINTER HAVEN**, State of **FLORIDA**, has named, **JAMES O. VAUGHN**, located 277 Magnolia Avenue, Winter Haven, Florida 33880, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


JAMES O. VAUGHN
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR - 1 PM 1:02

FILED