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PADGETT & MORRIS
ATTORNEYS AT LAW

JAMES L. PADGETT
ELIZABETH A. MORRIS

FILED

97 MAY -9 PM 1:28

TALLAHASSEE, FLORIDA

May 2, 1997

REPLY TO
10 CENTRAL AVE
CRESCENT CITY, FL 32112
(904) 696-1011
FAX (904) 696-4339
1113 N. 4TH STREET, SUITE 2
PO BOX 1816
PALATKA, FL 32178-1816
(904) 325-2666
FAX (904) 325-8784

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

000002172650--0
-05/09/97--01031--010
*****100.00 *****100.00

RE: Markenton Farm, Inc.

Dear Sir/Madam:

000002172650--0
-05/09/97--01031--011
*****22.50 *****22.50

Enclosed is the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above-named proposed Florida corporation. Also enclosed is this firm's check in the amount of \$122.50 representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	\$ 35.00
	<u>\$122.50</u>

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned. I appreciate your assistance in this matter.

Very truly yours,

Tiwana Eastham

Tiwana Eastham, Assistant to
James L. Padgett

:te

Enclosures

OK
5/13/97

ARTICLES OF INCORPORATION

OF

MARKENTON FARM, INC.

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RECEIVED
TALLAHASSEE, FLORIDA

COMES NOW your undersigned incorporators and file these Articles of Incorporation and would show:

ARTICLE I - NAME

The name of the corporation shall be MARKENTON FARM, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of:

All lawful purposes for which corporations may be incorporated under Florida Statute 607.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of stock. The par value of each of these shares shall be \$1.00. Initially, stock will be owned as follows:

JAMES L. PADGETT, TRUSTEE
10 CENTRAL AVE.
CRESCENT CITY, FL 32112

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 10 Central Ave., Crescent City, FL 32112, and the name of the initial registered agent is JAMES L. PADGETT.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws. The manner of election of the Board of Directors shall be stated in the By-laws. The names and addresses of the initial Board of Directors of this corporation are:

James L. Padgett
10 Central Ave.
Crescent City, FL 32112

ARTICLE VII - INCORPORATORS

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

James L. Padgett
10 Central Ave.
Crescent City, FL 32112

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE IX - MANAGEMENT

The management of this corporation shall be by officers initially consisting of:

James L. Padgett
10 Central Ave.
Crescent City, FL 32112

ARTICLE X - AMENDMENT

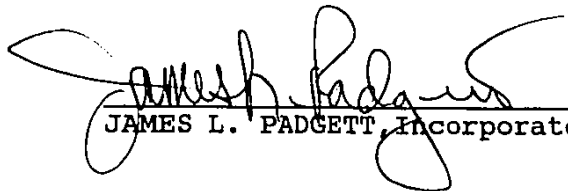
This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors,

and any rights conferred upon the shareholders is subject to this reservation.

ARTICLE XI

This corporation is to be treated as one entitled to the benefits under §1244 of Internal Revenue Code insofar as losses on stock owned in small businesses is concerned. This corporation is intended to meet the definition of a small business corporation as defined by Internal Revenue Code §1244.

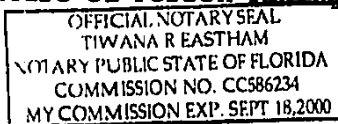
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 24th day of April, 1997.


JAMES L. PADGETT, Incorporator

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION, was acknowledged before me this 24th day of April, 1997, by JAMES L. PADGETT, who is personally known to me.


Signature of Person Taking Acknowledgment



Name of Acknowledger Typed, Printed or
Stamped and Expiration Date

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

97 MAY -9 PM 1:28

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

In compliance with §§48.091 and 607.034, Florida Statutes, the following is submitted:

That MARKENTON FARM, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at their office in Crescent City, Florida, with its mailing address of 10 Central Avenue, Crescent City, FL 32112, has named JAMES L. PADGETT, as its agent to accept service of process within the State of Florida.


JAMES L. PADGETT

HAVING BEEN named to accept service of process for the above-named 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 performance of my duties.


JAMES L. PADGETT