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Nicholas T. Schroeder
Attorney at Law
4010-D Newberry Road
Gainesville, Florida 32607

904-376-8118

May 14, 1997

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

Re: *Incorporation of FLOWERS LAND SURVEYING, INC.*

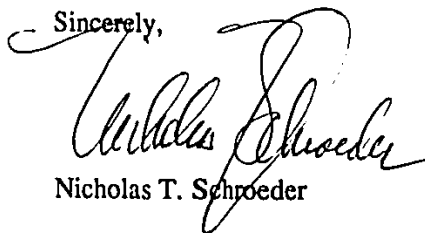
Enclosed are the following:

1. Articles of Incorporation
2. Certificate Designating Registered Agent
3. My Trust Account check in the Amount of \$70.00

Please file the Articles and send the Certificate of Incorporation to this office.

Thank you for your services.

Sincerely,



Nicholas T. Schroeder

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*****70.00 *****70.00

EFFECTIVE DATE

6-1-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 16 PM 1:44

Joe. 6/20

EFFECTIVE DATE

6-1-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
FLOWERS LAND SURVEYING, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

ARTICLE I

Name

The name of the corporation shall be **FLOWERS LAND SURVEYING, INC.**

ARTICLE II

Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1000) shares having no par value common. All stock when issued shall be non-assessable. All stock of the corporation shall have limitations on the issue of or the transfer of stock of the corporation. The stockholders of the corporation may agree among themselves, or with the corporation, upon limitations on the transferability or assignment of the stock issued by the corporation, or provisions and agreements for pre-emptive rights of purchase with reference to such stock or any part therefore, whether issued or to be issued, or for options for the purchase in the event of the sale of the stock issued by the corporation.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Beginning of Corporate Existence

The date corporate existence shall begin shall be June 1, 1997.

ARTICLE VII

Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a Fifty-one (51%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by her/him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be:

P.O. Box 422
127 Mill Creek Drive
Melrose, Florida 32666

ARTICLE IX

Subscribers and Incorporators

The names and addresses of the subscribers and initial incorporators to these Articles of Incorporation are:

KRISTINE L. LITCHFIELD
P.O. Box 422
127 Mill Creek Drive
Melrose, Florida 32666

JOHN S. FLOWERS,
P.O. Box 422
127 Mill Creek Drive
Melrose, Florida 32666

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

JOHN S. FLOWERS
127 Mill Creek Drive
Melrose, Florida 32666

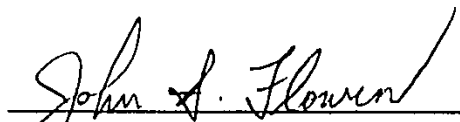
ARTICLE XI

Amendments

These Articles of Incorporation and the By-Laws of the corporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a two thirds majority of the stock entitled to vote.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated this 14 day of May, 1997.

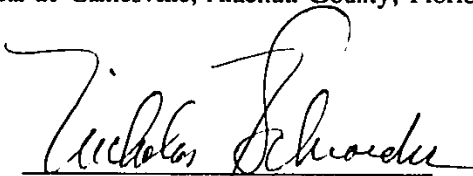

KRISTINE L. LITCHFIELD


JOHN S. FLOWERS

STATE OF FLORIDA
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, KRISTINE L. LITCHFIELD and JOHN S. FLOWERS, being well known or identified by their Florida Driver's Licenses, and did take an oath, acknowledged before me that they are party to the foregoing Articles of Incorporation, and further acknowledge the Articles of Incorporation to be their free act and deed as the Signers thereof, and that the facts stated therein are true.

WITNESS, my hand and official seal at Gainesville, Alachua County, Florida, this 4 day of May, 1997.



Notary Public

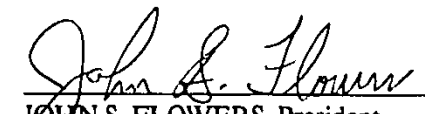
My commission expires:

OFFICIAL NOTARY SEAL
NICHOLAS T. SCHROEDER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC2 1778
SIGNED AND EXPIRATION DATE

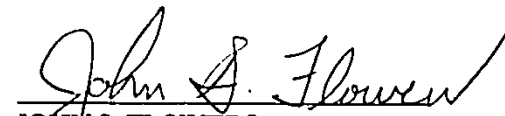
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 16 PM 1:44

In compliance with Section 48.091, Florida Statutes, the following is submitted:
FLOWERS LAND SURVEYING, INC., desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at P.O. Box 422, 127 Mill
Creek Drive, Melrose, Florida, 32666, State of Florida, has named JOHN S.
FLOWERS located at 127 Mill Creek Drive, Melrose, Florida, 32666, as its agent to
accept service of process within Florida.


JOHN S. FLOWERS, President
Date: 5-14-97

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.


JOHN S. FLOWERS
Registered Agent
Date: 5-14-97