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OF COUNSEL

May 27, 1997

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**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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\*\*\*1960.00 \*\*\*\*122.50

Re: Deep Forest Timber Co., Inc.  
Deep Forest Timber Co., Ltd.

Dear Sir or Madam:

I am enclosing an original and one copy of the following documents:

1. Articles of Incorporation of Deep Forest Timber Co., Inc.; and
2. Certificate of Limited Partnership and Capital Contributions of Deep Forest Timber Co., Ltd.

Please file the original Certificates and Articles, and return a certified copy of each to me.  
I am enclosing a check in the amount of \$1,960.00 for payment of the applicable fees, computed as follows:

Deep Forest Timber Co., Inc.

Filing Fee - Articles	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

RMC  
5/30/97

EFFECTIVE DATE  
5-27-97

FILED  
97 MAY 28 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
May 27, 1997  
Page 2

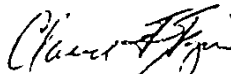
Deep Forest Timber Co., Ltd.

Filing Fee - Certificate	\$1,750.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>

TOTAL      \$1,837.50

Please return the certified copies to me using the enclosed Federal Express label. If you have any questions or require any additional information, please do not hesitate to contact me.

Sincerely,



Clarence F. Frazier

CFF:tvb  
Enclosures

c:      George H. Hodges, Jr.

**ARTICLES OF INCORPORATION  
OF  
DEEP FOREST TIMBER CO., INC.**

**FILED**

97 MAY 28 AM 8:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I  
Name**

Section 1.1. Name. The name of this corporation shall be Deep Forest Timber Co., Inc.

**Article II  
Principal Office and Mailing Address**

EFFECTIVE DATE

5-27-97

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 4240 Lakeside Drive, Jacksonville, Florida 32210.

**Article III  
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book, or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV**  
**Initial Registered Agent and Address**

**Section 4.1. Name and Address.** The name and street address of the initial registered agent of this corporation is:

Thomas K. Purcell  
225 Water Street, Suite 1235  
Jacksonville, Florida 32202

**Article V**  
**Incorporator**

**Section 5.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Thomas K. Purcell  
225 Water Street, Suite 1235  
Jacksonville, Florida 32202

**Article VI**  
**Duration**

**Section 6.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

**Article VII**  
**Purposes**

**Section 7.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

**Section 8.1. Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Director. The name and street address of the initial director of the corporation is:

Thomas K. Purcell  
225 Water Street, Suite 1235  
Jacksonville, Florida 32202

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.


#### **Article IX** **Bylaws**

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **Article X** **Amendment**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 27<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
THOMAS K. PURCELL

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

**FILED**

MAY 28 AM 8:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

Deep Forest Timber Co., Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Thomas K. Purcell as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 225 Water Street, Suite 1235, Jacksonville, Florida 32202.

DATED this 27<sup>th</sup> day of May, 1997.



THOMAS K. PURCELL, Incorporator

Having been named as registered agent 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.

DATED this 27<sup>th</sup> day of May, 1997.



THOMAS K. PURCELL