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LAW OFFICE
FOTOPULOS & SPRIDGEON
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SUITE 250
500 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602

97 JUN -2 PM 3:45
TELEPHONE
(813) 221-3662
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(813) 229-3075

May 29, 1997

CERTIFIED MAIL NO. P 809 747 978
RETURN RECEIPT REQUESTED

Division of Corporations
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
NORTH GEORGIA SPRINGS, INC.

900002198609--7
-06/02/97--01174--009
*****70.00 *****70.00

Gentlemen:

We enclose for filing Articles of Incorporation for NORTH GEORGIA SPRINGS, INC.

We also enclose our law firm check in the amount of Seventy Dollars (\$70.00), to be applied as follows:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
<u>TOTAL</u>	<u>\$70.00</u>

Thank you very much for your attention to this letter and its enclosures. If you have any questions or need any further information or documentation, please do not hesitate to contact our offices.

Very truly yours,

Patricia L. Izquierdo

Patricia L. Izquierdo, CLA
Certified Legal Assistant

/sm
Enclosures

PH
6/4/97

**ARTICLES OF INCORPORATION
OF
NORTH GEORGIA SPRINGS, INC.**

FILED
97 JUN -2 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is NORTH GEORGIA SPRINGS, INC. The mailing address of the Corporation is 160 County Road 29, Lake Placid, Florida 33852.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of capital stock with no par value, which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 500 E. Kennedy Boulevard, Suite 250, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is Thomas E. Fotopulos.

ARTICLE VII - OFFICERS AND DIRECTORS

The Corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the initial officers and Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JEROME BROWNLEE [President]	160 County Road 29 Lake Placid, Florida 33852
GEORGE L. TOWELL [Secretary/Treasurer]	160 County Road 29 Lake Placid, Florida 33852

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS E. FOTOPULOS	500 E. Kennedy Blvd. - Suite 250 Tampa, Florida 33602

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the date of signing.

DATED: May 29, 1997

THOMAS E. FOTOPULOS



Incorporator

ACKNOWLEDGEMENT

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared THOMAS E. FOTOPULOS, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same. THOMAS E. FOTOPULOS is personally known to me, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 29th day of May, 1997.





Notary Public, State of Florida

Patricia L. Izquierdo

Printed Name

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THOMAS E. FOTOPULOS, the Incorporator of the aforementioned corporation, desiring to organize or qualify under the laws of the State of Florida, has named THOMAS E. FOTOPULOS, 500 E. Kennedy Boulevard, Suite 250, Tampa, Florida 33602, as the corporation's agent to accept service of process within Florida.

DATED: May 29, 1997



THOMAS E. FOTOPULOS

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the Florida Statutes relative to the proper performance of my duties.

DATED: May 29, 1997



THOMAS E. FOTOPULOS
Registered Agent

FILED
97 JUN -2 PM 3:45
STATE OF FLORIDA
TALLAHASSEE, FLORIDA