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REFERENCE : 427313 81369A

AUTHORIZATION :

COST LIMIT *Patricia Pajuts.* \$ 122,500

ORDER DATE : June 13, 1997

ORDER TIME : 9:25 AM

ORDER NO. : 427313-010

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CUSTOMER NO: 81369A

CUSTOMER: J. Edward Weber, Esq  
J. EDWARD WEBER, , P.A.

Suite 3  
1620 Main Street  
Sarasota, FL 34236

DOMESTIC FILING

NAME: CARLIN RANCH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
97 JUN 13 PM 12:04  
97 JUN 13 AM 10:42  
STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

JUN 13 1997

ARTICLES OF INCORPORATION  
OF  
CARLIN RANCH, INC.

FILED  
97 JUN 13 PM 12:04  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, has signed and adopted the following Articles of Incorporation and delivered them to the Florida Department of State for filing as provided in F.S. 607.0201.

ARTICLE I - NAME

The name of this corporation shall be: CARLIN RANCH, INC.

ARTICLE II - EFFECTIVE DATE; DURATION

The corporation shall commence existence upon the filing of these Articles of Incorporation with the Secretary of State, and its existence shall continue until such time as the corporation is dissolved as provided by law.

ARTICLE III - CORPORATE PURPOSE AND POWERS

The corporation is formed primarily for the purpose of acquiring, holding, and dealing in agricultural land. However, the corporation without amendment of these Articles may engage in any lawful trade or business. The corporation shall have and exercise the following powers:

1. To sue and be sued, complain, and defend in its corporate name;
2. To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

3. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

5. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833;

6. To purchase, receive, subscribe for, or otherwise acquire; to own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and to deal in and with shares or other interests in, or obligations of, any other entity;

7. To make contracts and guarantees; to incur liabilities and borrow money; and to issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation);

8. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

9. To conduct its business, locate offices, and exercise the powers granted by this act within or without the State of Florida;

10. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

11. To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation;

12. To make donations for the public welfare or for charitable, scientific, or educational purposes;

13. To transact any lawful business that will aid governmental policy;

14. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

15. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

16. To provide insurance for benefit of the corporation on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of the corporation's stock owned by the shareholder or by the spouse or children of the shareholder;

17. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other entity; and

18. To redeem or otherwise acquire its own shares; to treat such redeemed or reacquired shares as authorized and unissued; and to reissue the same on such terms as may be set by the directors consistent with these Articles and the corporation's bylaws.

#### ARTICLE IV - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 2250 Shadow Oaks Road, Sarasota, Florida, 34240. The mailing

address of this corporation shall be: 2250 Shadow Oaks Road,  
Sarasota, Florida, 34240.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to have outstanding at any one time one thousand (1,000) shares of common stock. Without amendment of these Articles of Incorporation, the corporation shall not be authorized to have outstanding more than one class of capital stock, and the rights accruing to each shareholder on account of each share of stock shall be identical with respect to profits and assets of the corporation. However, nothing herein shall prohibit the issuance of shares having dissimilar voting rights or prevent shareholders from entering shareholder agreements or agreements for the benefit of creditors which may affect the ability of the shareholders to exercise the rights appurtenant to their shares.

#### ARTICLE VI - DIRECTORS

This corporation shall have at all times not fewer than one director. The number of directors may be increased or decreased from time to time as provided in the bylaws. In the event that the bylaws shall provide for more than one director, the majority of directors remaining shall have the authority to fill any vacancies on the board until the next annual meeting of the shareholders. In the event a vacancy occurs leaving the corporation without any director, the affairs of the corporation shall be conducted by the highest ranking officer until the vacancies in the board of directors can be filled by election by the shareholders. The initial directors of this corporation are:

**G. Peter Carlin and Judith F. Carlin.**

ARTICLE VII - ADOPTION OF BYLAWS

The incorporator shall have power pursuant to F.S. 607.0206 to adopt the initial bylaws of the corporation. Once adopted, the bylaws shall be amended as provided therein.

ARTICLE VIII - EMERGENCY BYLAWS

The directors of the corporation shall have power and authority to adopt emergency bylaws in the circumstances and to the extent provided in F.S. 607.0207. This Article shall not be deemed to conflict with Article VII entitled "Adoption of Bylaws."

ARTICLE IX - PREEMPTIVE RIGHTS

Shareholders of this corporation shall have preemptive rights with respect to the issuance of any new shares.

ARTICLE X - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

G. Peter Carlin

2250 Shadow Oaks Road

Sarasota, Florida 34240

ARTICLE XI - INCORPORATOR


The name and mailing address of the incorporator of these Articles of Incorporation are:

G. Peter Carlin

2250 Shadow Oaks Road

Sarasota, Florida 34240

The undersigned has executed these Articles of Incorporation this 12 day of June, 1997.

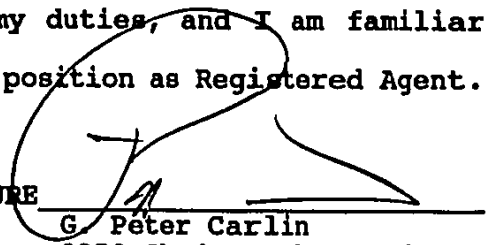
  
G. PETER CARLIN

ACCEPTANCE BY REGISTERED AGENT

CARLIN RANCH, INC.

Having been named as Registered Agent in Article X of the Articles of Incorporation, 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.

SIGNATURE

  
G. Peter Carlin  
2250 Shadow Oaks Road  
Sarasota, Florida 34240

DATED: June 12, 1997.

FILED  
91 JUN 13 PM 12:04  
TALLAHASSEE, FLORIDA