

P 97 0000 82995

FRANK M. GAFFORD

ATTORNEY AT LAW
226 EAST DUVAL STREET
POST OFFICE BOX 1789

LAKE CITY, FLORIDA 32056-1789

FRANK M. GAFFORD

September 19, 1997

(904) 752-5458
FAX (904) 752-0922

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

6
400002300654--3
-09/23/97--01031--010
****122.50 ****122.50

Re: Northern Land & Timber Company

Dear Sir:

EFFECTIVE DATE
9-18-97

Enclosed please find an original and one copy of the Articles of Incorporation of Northern Land & Timber Company. I am also enclosing a check in the amount of \$122.50 to cover the cost of the organization tax and fees.

If there is any further information that you need, please feel free to contact me at the above number.

Yours very truly,

Suzette Woolsey

Suzette Woolsey
Secretary to
Frank M. Gafford

STATE
TALLAHASSEE, FLORIDA

97 SEP 23 PM 1:02

FILED

enc.

d:\wp52\misc\lettlartincorp.ltr

F. Gafford

SEP 25 1997

**ARTICLES OF INCORPORATION
OF
NORTHERN LAND & TIMBER COMPANY**

EFFECTIVE DATE
9-18-97

ARTICLE I NAME

The name of this corporation is Northern Land & Timber Company.

ARTICLE II DURATION

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 80,000 shares of common stock \$1.00 par value common stock.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 228 East Duval Street, Lake City, Florida 32055 and the name of the initial registered agent of this corporation at that address is Frank M. Gafford.

ARTICLE VI INCORPORATORS

The names and addresses of the persons signing these articles

FILED
97 SEP 23 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATORS

The names and addresses of the persons signing these articles are Frank M. Gafford, 228 East Duval Street, Lake City, Florida 32055.

ARTICLE VII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE VIII CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the President or Secretary/Treasurer.

ARTICLE IX SHAREHOLDER QUORUM AND VOTING

51% of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE XI CONDUCT OF CORPORATE BUSINESS

The business and affairs of this corporation shall be

conducted upon a majority vote of shareholders of the corporation. Each shareholder shall be entitled to one vote for each share of stock held by that shareholder.

ARTICLE XII MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in meetings of the shareholders by means of conference telephone.

ARTICLE XIV REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the shareholders when the reduction is not accompanied by an action requiring or constituting an amendment of the articles of incorporation.

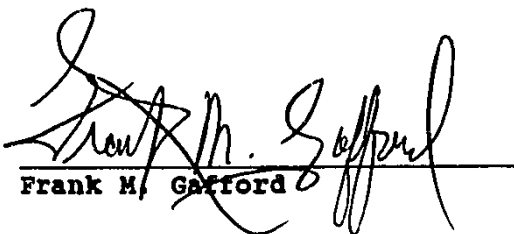
ARTICLE XV INDEMNIFICATION

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

ARTICLE XVI AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, 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 this 18 day of September, 1997.



Frank M. Gafford

**STATE OF FLORIDA
COUNTY OF COLUMBIA**

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **Frank M. Gafford** to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State last aforesaid this 19th day of September, 1997.




SUZETTE WOOLSEY
My Commission Expires:

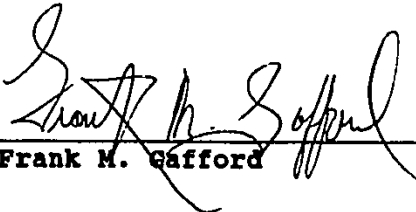
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant of Chapter 48.091, Florida States, the following is submitted, in compliance with said Act:

That Northern Land & Timber Company desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 228 East Duval Street, Lake City, Florida 32055 has named Frank M. Gafford at 228 East Duval Street, Lake City, Florida 32055 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said A relative to keeping open said office.



Frank M. Gafford

FILED
97 SEP 23 PM 1:08
TALLAHASSEE, FLORIDA