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ACCOUNT NO. : 072100000032

REFERENCE : 559394 114447A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 9, 1997

ORDER TIME : 9:51 AM

ORDER NO. : 559394-005

CUSTOMER NO: 114447A

CUSTOMER: Denise Selby, Legal Assistant
CURTIS ALEXANDER & VARNER

P. O. Box 189

Winter Haven, FL 33882

DOMESTIC FILING

NAME: YDM INVESTMENTS, 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: Andrew Cumper

EXAMINER'S INITIALS:

700002316127--9
-10/09/97--01071--013
****122.50 ****122.50

FILED
97 OCT -9 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT -9 AM 11:33
DIVISION OF
INCORPORATION

SN OCT -9 1997

ARTICLES OF INCORPORATION
OF
YDM INVESTMENTS, INC.

FILED
97 OCT -9 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of YDM INVESTMENTS, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

YDM Investments, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the corporation is 549 Pope Avenue, N.W., Winter Haven, FL 33881.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall have a par value of \$1.00. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or

intangible, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 549 Pope Avenue, N.W., Winter, Haven, Florida 33881, and the name of the corporation's initial registered agent at that office is Mark E. Schreiber.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1). The name and street address of the initial director is:

NAME

ADDRESS

Mark E. Schreiber

549 Pope Avenue, N.W.
Winter Haven, Florida 33881

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is :

NAME

ADDRESS

Mark E. Schreiber

549 Pope Avenue, N.W.
Winter Haven, Florida 33881

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes (1995), to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation


in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 8th day of October, 1997.

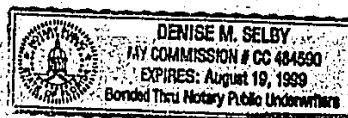

Mark E. Schreiber

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8th day of October 1997 by Mark E. Schreiber.


Notary Public, State of Florida
at Large
My commission expires:

(Affix notarial seal)

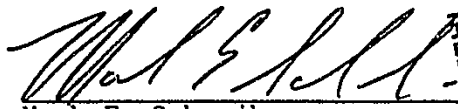


ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That YDM Investments, Inc. desiring to organize under the laws of the state of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 549 Pope Avenue, N.W., Winter Haven, County of Polk, State of Florida, has named Mark E. Schreiber, located at 549 Pope Avenue, N.W., Winter Haven, County of Polk, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.



Mark E. Schreiber
Registered Agent

FILED
97 OCT -9 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA