

TRANSMITTAL LETTER

P 97000089819

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

7000002322997--7
-10/17/97--01052--015
****122.50 ****122.50

SUBJECT: FERN FALLS, INC.

Enclosed is an original and one (1) copy of the Articles of
Incorporation and a check for \$ 122.50

FROM: PETER B. BURNER
P.O. BOX 228 5701 AUSTIN CREEK RD
CAZADERO, CA 95421

1315 11 410315
10/20/97

CP 10/20/97

ARTICLES OF INCORPORATION

of

FERN FALLS, INC.

ARTICLE I - NAME

The name of the corporation is:
FERN FALLS, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence and shall commence upon the filing of these articles with the Department of State, Florida.

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 FIVE THOUSAND
(5000) shares of common stock, with a par value of \$ 1.00 , per share.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRE-EMPTIVE RIGHTS

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

FILED
DEPT. OF STATE
97 OCT 17 AM 9:51

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation
1560-E MATTHEW DRIVE FORT MYERS, FLORIDA 33907
and the name of the initial registered agent of this corporation at
that address is THERESA ARTUSO
The principal place of business office address is
P.O. BOX 228 5701 AUSTIN CREEK RD CAZADERO, CA 95421

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of
directors may be either increased or diminished from time to time by the
By-Laws, but shall never be less than one (1). The name and address of
the initial director(s) of this corporation are as follows:

PETER B. BURNER 1560-E MATTHEW DRIVE
FORT MYERS, FL 33907

ARTICLE IX - CAPITAL STOCK and CAPITAL TO BEGIN BUSINESS

The stock of this corporation shall be issued pursuant to a plan under
Section 1244 of the Internal Revenue Code of 1954, as amended. The
amount of capital stock which this corporation will begin business shall
not be less than five-hundred dollars (\$ 500.00).

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested
in the Board of Directors and the shareholders.

ARTICLE XI - INCORPORATION

The name of the person signing these Artciles is:

PETER B. BURNER 1560-E MATTHEW DR
FORT MYERS, FL 33907

ARTICLE XII - IDEMNIFICATION


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

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 has executed these Article of

Incorporation, this 1 day of oct, 1997


PETER B. BURNER

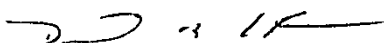
1560-E MATTHEW DR
FORT MYERS, FL 33907
941-418-1019

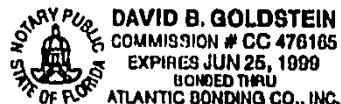
FLORIDA DRIVERS LICENSE
IDENTIFICATION
B656-662-57-366-0
IDENTIFICATION NUMBER

STATE OF FLORIDA)
) ss.
COUNTY OF CHARLOTTE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared PETER B. BURNER known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged for me that he/she executed these Articles of Incorporation, and who did take an Oath.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal in the State and County aforesaid, this 1 day of oct of 1997.


NOTARY PUBLIC - DAVID B. GOLDSTEIN
Commission No. CC 476165
My Commission Expires: JUN. 25, 1999



CERTIFICATION
DESIGNATES PLACE of BUSINESS or DOMICILE
FOR THE SERVING of PROCESS WITHIN THIS
STATE NAMING UPON WHOM PROCESS MAY BE SERVED

In pursuant of Florida Statutes, the following is submitted in compliance with said act.

FIRST: FERN FALLS, INC.

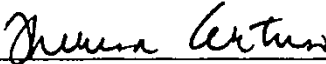
desiring to organize under the laws of the State of Florida with its initial principal registered office, as indicated in the Article of Incorporation at 1560-E MATTHEW DRIVE

FORT MYERS, FLORIDA 33907

as its agent to ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

Having been named to accept service of process fo the above 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 act relative to keeping open said office.



THERESA ARTUSO
(Registered Agent)
1560-E MATTHEW DRIVE
FORT MYERS, FLORIDA 33907

Telephone Number
941-418-1034

1965 JUL 17 11 51 AM '65

CLERK
CLERK