

P970000 92311

LETTER OF TRANSMITTAL

DATE : October 1, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

900002330109--7
-10/27/97--01065--005
****122.50 ****122.50

RE : Freedom Land Trust, Inc.

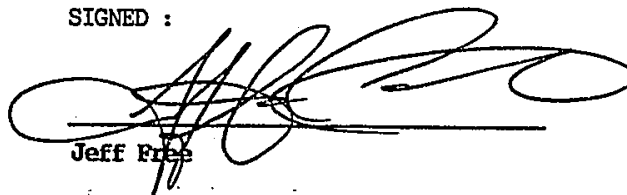
GENTLEMEN :

ENCLOSED IS THE ORIGINAL AND ONE COPY OF THE "ARTICLES OF INCORPORATION" TOGETHER WITH A CHECK IN THE AMOUNT OF \$122.50.

THIS REPRESENTS THE COST OF FILING FEES, COPY OF THE "ARTICLES OF INCORPORATION" TO BE CERTIFIED, AND FEES FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

FILED
91 OCT 27 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNED :

4

Jeff Free

MAILING ADDRESS OF CORPORATION :

5334 Mikado Court
Cape Coral, Florida 33904

PHONE : 941-278-2966

Dmc
10/28/97

ARTICLES OF INCORPORATION
OF

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION,
NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS **Freedom Land Trust Inc.**

ARTICLE II - DURATION

THE CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING
TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES
OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE
OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE **ONE HUNDRED** SHARES
(**100**) OF COMMON STOCK DOLLARS (\$ **100.00**) PAR VALUE COMMON STOCK,
WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPAL OFFICE, IF KNOWN, OR THE MAILING ADDRESS OF THE CORPORATION
IS **5334 Mikado Court, Cape Coral Fl 33904**

THIS CORPORATION SHALL HAVE **TWO** DIRECTOR(S) INITIALLY. THE
NUMBER OF DIRECTORS MAY EITHER INCREASE OR DIMINISH FROM TIME TO TIME
BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND
ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

Jeff Free
5334 Mikado Court
Cape Coral, Florida 33904

Alison Free
5334 Mikado Court
Cape Coral, Florida 33904

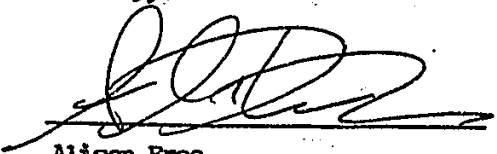
FILED
91 OCT 21 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INCORPORATORS SIGNING THESE ARTICLES OF
INCORPORATION THIS FIRST DAY OF OCTOBER, 1997


Jeff Free

Jeff Free
5334 Mikado Court
Cape Coral, FL 33904


Alison Free

Alison Free
5334 Mikado Court
Cape Coral, Florida 33904

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

Jeff Free

Alison Free

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE
AND COUNTY AFORESAID, THIS FIRST DAY OF OCTOBER, 1997


PEGGY J. WILLIAMS, NOTARY PUBLIC



PEGGY J WILLIAMS
My Commission CC471226
Expires Jul. 18, 1998
Bonded by ANB
800-652-5878

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

FILED

97 OCT 27 AM 8:48

CERTIFICATE OF REGISTERED AGENT
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Freedom Land Trust Inc.

PURSUANT TO FLORIDA STATUTES SECTION 48.091 AND 607.0501, THE FOLLOWING
IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION AT

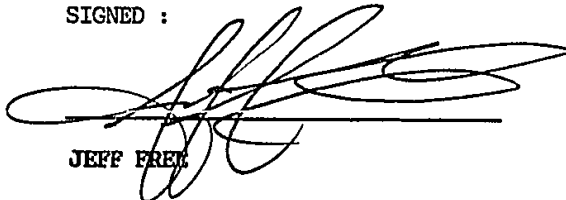
5334 Mikado Court
Cape Coral, Florida 33904

HAS NAMED **JEFF FREE**, LOCATED AT THE AFORESAID ADDRESS,
AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
AND BEING FAMILIAR WITH OBLIGATIONS OF THAT POSITION, I HEREBY ACCEPT
TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF
FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

SIGNED :



JEFF FREE