

AUSLEY & McMULLEN

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October 29, 1997

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

BY HAND DELIVERY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 29 PM 4:42

FILED

Re: MAGNOLIA PLACE, INC.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Resident Agent Designation for the referenced Corporation. Also enclosed is a check in the amount of \$122.50 for the following:

- | | | |
|----|------------------------------|----------|
| 1. | Filing fees | \$ 35.00 |
| 2. | Certified copy of Articles | \$ 52.50 |
| 3. | Registered Agent Designation | \$ 35.00 |

Total \$122.50

Please inform our Messenger when to pick up the certified copy, either this afternoon or on your next business day.

If you have any questions, please do not hesitate to call.

Sincerely,

Carolyn D. Olive

Carolyn D. Olive

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Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
MAGNOLIA PLACE, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.
Name

The name of this Corporation shall be MAGNOLIA PLACE, INC.

ARTICLE II.
Address

The principal place of business, and the mailing address, of this Corporation shall be 323 Old Magnolia Road, Crawfordville, Florida 32327.

ARTICLE III.
Corporate Purposes

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.
Term of Corporate Existence

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V.
Corporate Powers

This Corporation shall have and exercise all the powers accorded corporations under the laws of the State of Florida.

ARTICLE VI.
Stock

The authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share, comprised of 8,000 shares of Class "A" Common Stock (nonvoting) and 2,000 shares of Class "B" Common Stock (voting). The Class "A" Common Stock and the Class "B" Common Stock shall be identical in all respects except that Class "A" Common Stock shall have no voting rights and Class "B" Common Stock shall have voting rights. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE VII.
Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

ANGELA BRYANT LYNCH
323 Old Magnolia Road
Crawfordville, Florida 32327

ARTICLE VIII.

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Carolyn D. Olive. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE IX.

Board of Directors

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The initial Board of Directors shall consist of one person. The number of directors may be either increased or decreased from time to time as regulated by the Bylaws.

The name and street address of each member of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders and thereafter until his or her successor is elected and qualified or until his or her earlier resignation, removal from office, inability to act, or death, are as follows:

ANGELA BRYANT LYNCH
323 Old Magnolia Road
Crawfordville, Florida 32327

ARTICLE X.
Officers

The Corporation shall have a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as prescribed by the bylaws. The Corporation may have such other officers and assistant officers and agents as the Board of Directors may deem necessary, to be elected by the Board of Directors or chosen in such other manner as prescribed by the bylaws. A person may hold more than one office; and all of the offices may be held by the same person. The names and addresses of the initial officers are as follows:

President/	-----	ANGELA BRYANT LYNCH
Secretary/Treasurer	-----	323 Old Magnolia Road
		Crawfordville, Florida 32327

ARTICLE XI.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of MAGNOLIA PLACE, INC. this 29 day of October, 1997.


ANGELA BRYANT LYNCH
Incorporator

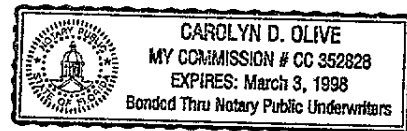
STATE OF FLORIDA

COUNTY OF LEON

The foregoing Articles of Incorporation of MAGNOLIA PLACE, INC. were acknowledged before me this 29th day of October, 1997, by ANGELA BRYANT LYNCH, as Incorporator.

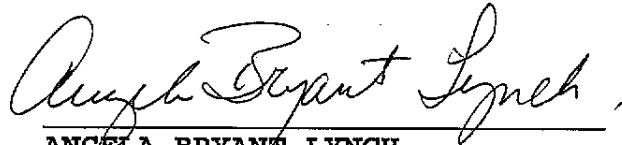
Carolyn D. Olive
Signature of Notary Public

Notary Stamp/Seal:



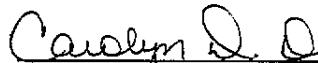
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, MAGNOLIA PLACE, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial Registered Office, and has named Carolyn D. Olive located at said address as its initial Registered Agent.


ANGELA BRYANT LYNCH
Incorporator

Date: 10/29/97

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, to comply with the laws of Florida applicable thereto.


CAROLYN D. OLIVE
Registered Agent

Date: 10/29/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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