

LAW OFFICES OF
WILLIAM S. FRATES, II
PROFESSIONAL ASSOCIATION

WILLIAM S. FRATES, II
BOARD CERTIFIED CIVIL TRIAL LAWYER

3418 OCEAN DRIVE
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(561) 231-5896
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November 17, 1997

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-11/19/97-01015--006
*****78.75 *****78.75

Re: M&K Ranch, Inc.

Gentlemen:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation for M & K Ranch, Inc
2. Original bylaws of M & K Ranch, Inc.
3. Draft payable to your order in the amount of \$78.75, representing payment of the filing fee and certificate.

Please file the articles and return the certificate to me in the self addressed, stamped envelope provided.

Thank you for your service.

Sincerely,

William S. Frates II

William S. Frates, II

WSF/kwl

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

M & K RANCH, INC.

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The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

The name of this corporation shall be M & K RANCH, INC., hereinafter referred to as the "corporation".

ARTICLE II

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

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is 12950 103rd Street, Fellsmere, Indian River County, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VIII

The name and street address of the member of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Mark J. Ledford	12950 103rd St, Fellsmere, FL
Karen W. Ledford	12950 103rd St, Fellsmere, FL

These directors shall hold office until the first annual meeting or until their successors are elected or appointed and qualified as provided in the By-Laws.


ARTICLE IX

The name and address of the incorporator is Karen W. Ledford, 12950 103rd St, Fellsmere, Florida, 32948.

ARTICLE X

The registered agent for service of process within this state shall be William S. Frates, II, whose street address is 3418 Ocean Dr, Vero Beach, Florida, Indian River County, Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 3rd day of September, 1997.



Karen W. Ledford, Incorporator

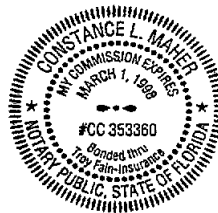
I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Wm Frates II
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 3 day of September, 1998, by Wm S Frates II who is personally known to me or who has produced _____ as identification.

Constance L. Maher
Notary Public
Notary's name: Constance L. Maher
State of Florida at Large
My Commission Expires: _____
Commission No.: _____



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