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DIVISION OF CORPORATIONS

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PLEASE REPLY TO:

Lake Wales
December 1, 1997

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed, please the following documents to be filed with the Florida Secretary of State:

1. Articles of Incorporation for Ruthven GP One, Inc.
2. Articles of Incorporation for Ruthven GP Two, Inc.
3. Affidavit of Capital Contributions and Certificate of Good Standing for the Ruthven Family Limited Partnership Number One.
4. Affidavit of Capital Contributions and Certificate of Good Standing for the Ruthven Family Limited Partnership Number One.

Please file these documents the day that you receive them.
Please note that it is important to have these documents filed with the Florida Secretary of State in the order listed above.
Enclosed, please find a check in the amount of \$3,955.00 for the Florida Secretary of State for the following: \$122.50 for each corporation; \$1,837.50 for each partnership; and \$35.00 for a certificate of good standing for each corporation and partnership. Also enclosed is check in the amount of \$80.00 for your services for each of the above-referenced items.

As soon as the documents have been filed, please return the certified copies to me along with the certificates of good standing in the enclosed UPS envelope. If you have any questions regarding these matters, please feel free to give me a call. Thank you for your assistance in this matter.

Sincerely,

Keith H. Wadsworth

Enclosures

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
RUTHVEN GP TWO, INC.**
(a corporation for profit)

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The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is RUTHVEN GP TWO, INC.

ARTICLE II
DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III
PURPOSES AND POWERS

This corporation is organized solely for the purpose of serving as the general partner in the RUTHVEN FAMILY LIMITED PARTNERSHIP NUMBER TWO, a Florida limited partnership.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is **Five Thousand (5000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of the corporation shall initially be 41 Lake Morton Drive, Lakeland, FL 33801. The mailing address shall be P.O. Box 2187, Lakeland, FL 33806.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 41 Lake Morton Drive, Lakeland, FL 33801, and the name of its initial registered agent at that office is Joe P. Ruthven.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	JOE P. RUTHVEN
Secretary:	JOE P. RUTHVEN
Treasurer:	JOE P. RUTHVEN

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be two. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

Notwithstanding any other provisions contained herein, the corporation's Board of Directors must include at least one Independent Director at all times. For the purposes of these Articles of Incorporation, the term "Independent Director" means a director of the corporation who is not at the time of initial appointment and has not been at any time during the preceding five (5) years: (i) a stockholder, director, officer, employee, partner or member of the corporation or the Ruthven Family Limited Partnership Number Two, or any affiliate thereof; (ii) a customer, supplier or other person who derives more than ten percent (10%) of its purchases or revenues from its activities with the corporation or the Ruthven Family Limited Partnership Number Two, or any affiliate thereof; (iii) a person or other entity controlling or under common control with any such stockholder, partner, member, customer, supplier or other person; or (iv) a member of the immediate family of any such stockholder, director, officer, employee, partner, member, customer, supplier or other person. As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management, policies or activities of a person or entity, whether through ownership of voting securities, by contract or otherwise.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Joe P. Ruthven
P.O. Box 2187
Lakeland, FL 33806

Joe G. Tedder
P.O. Box 1869
Lakeland, FL 33802-1869

ARTICLE XI

NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

Joe P. Ruthven
P.O. Box 2187
Lakeland, FL 33806

ARTICLE XII

BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, upon the unanimous written approval of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 21 day of November, 1997.

Signed, sealed and delivered
in the presence of:


Print Name: Dennis P. Johnson

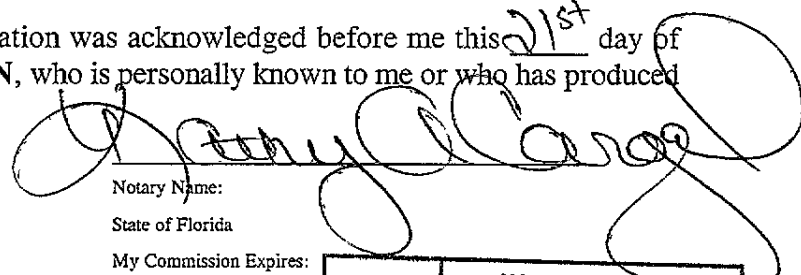

Print Name: Kathy A. Gargal


JOE P. RUTHVEN
as incorporator

STATE OF FLORIDA

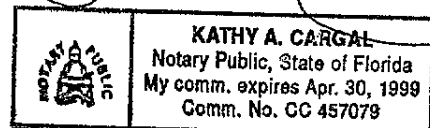
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 21st day of Nov 1997, by **JOE P. RUTHVEN**, who is personally known to me or who has produced a drivers license as identification.


Notary Name:

State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: NOV. 21, 1997


JOE P. RUTHVEN

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