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ATTORNEYS AT LAW
ESTABLISHED 1925

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PLEASE REPLY TO
POST OFFICE DRAWER 3007
SAINT AUGUSTINE, FLORIDA 32085-3007

TELEPHONE (904) 829-9066
FAX (904) 825-4862

January 5, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/12/98--01136--019
****122.50 ****122.50

Re: Tocoi Creek Fish Camp and Lodge, Inc.
Our File No. 6-97-545

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Would you please file and furnish me with a certified copy.

You will note that Article IX of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Likewise, enclosed is my check payable to the Secretary of State in the amount of \$122.50 which I estimate to be sufficient to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Sincerely,

John D. Bailey, Jr.
John D. Bailey, Jr.

JDBjr/gb
Enclosures

98 JAN 12 AM 11:09

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RP
01-14-98

ARTICLES OF INCORPORATION
OF
TOCOI CREEK FISH CAMP AND LODGE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 11:09

The undersigned natural person, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is TOCOI CREEK FISH CAMP AND LODGE, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States or this State.

ARTICLE III

Shares of Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock at par value of \$5.00 per share.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than \$5,000.00.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1) nor more than seven (7).

ARTICLE VII

Initial Directors and Officers

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

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Joe R. Shirley	13555 County Road 13 North St. Augustine, Florida 32092	Secretary/ Treasurer/ Director
Deborah A. Shirley	13555 County Road 13 North St. Augustine, Florida 32092	President/ Director

ARTICLE VIII

Subscribers

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Deborah A. Shirley	13555 County Road 13 North St. Augustine, Florida 32092

ARTICLE IX

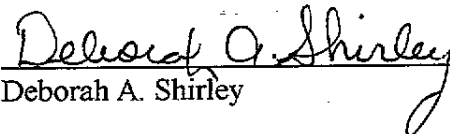
Principal Office,
Initial Registered Office and Registered Agent

The street address and mailing address of the principal office and initial registered office of the corporation is 13555 County Road 13 North, St. Augustine, Florida 32092 and the name of the registered agent for the service of process at that address is Deborah A. Shirley.

ARTICLE X

Amendment

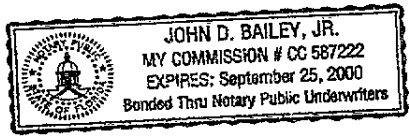
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.


Deborah A. Shirley

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 21 day of December, 1997, by Deborah A. Shirley, who () is personally known to me or (X) has produced FL driver's license no. G630-161-56-509-0 as identification.

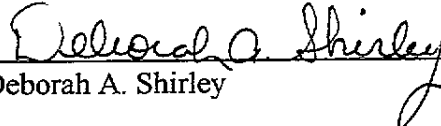
John D. Bailey Jr
Notary Public



(Name of notary, typed/printed/stamped)
My commission number: _____
My commission expires: _____

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.


Deborah A. Shirley

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 11:09