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FILED  
98 JAN 22 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 16, 1998

Florida Department of State  
Division of Corporations  
Attn: New Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/22/98--01103--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
TERRAIN DEVELOPMENT, INC.

Dear Sir:

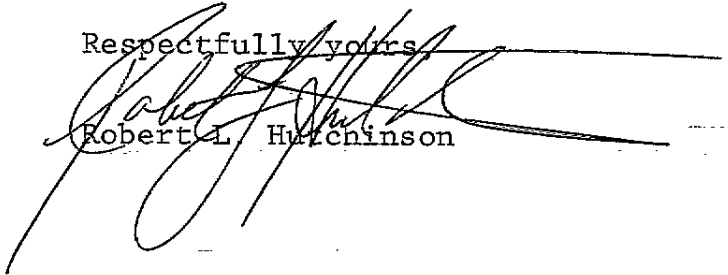
Enclosed you will find both the executed original and two true copies of the Articles of Incorporation for TERRAIN DEVELOPMENT, INC.. These Articles are being submitted to your office for the purpose of the legal incorporation of this new business.

Also enclosed you will find a check payable to your office in the amount of \$122.50, which covers the costs for the filing fees, registered agent designation, and a certified copy of the approved Articles of Incorporation.

After the enclosed Articles of Incorporation have been approved and filed by your office, then please return the certified copy of these Articles directly to me at my above mailing address,

Thank you for your early attention to this matter.

Respectfully yours,

  
Robert L. Hutchinson

CB  
1-26-98

ARTICLES OF INCORPORATION

OF

TERRAIN DEVELOPMENT, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and sound mind, do hereby agree for myself, my associates and assigns, to become a corporation for profit under the Laws of the State of Florida, and pursuant to the provisions of the Laws of such State providing for the formation, rights, privileges, benefits and liabilities conferred and imposed on corporations for profit organized thereunder, I do hereby make, subscribe and agree to and do file these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is TERRAIN DEVELOPMENT, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any and all types of businesses and activities now or hereafter permitted under the Laws of the United States and State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share. Such stock shall be of one class only and shall possess and exercise exclusive voting rights, and at all meetings of the shareholders each of

shareholders of record of such stock shall be entitled to one vote for each share of stock held at such time as is designated in the By-Laws of this Corporation. Proxies to vote shall be authorized and permitted for all purposes, including determination of a quorum and voting on all matters, at all shareholder meetings.

All of the shares of stock of this Corporation shall be fully paid and non-assessable. The Board of Directors of this Corporation shall have the right to issue all or any portion of both the authorized but unissued shares of stock of this Corporation and also any treasury shares of stock of this Corporation, for such consideration as they may deem equivalent to or in excess of the par value thereof from time to time, and which consideration may be for cash money, real property, personal property, labor or services at such fair valuation as may be placed thereon by the Board of Directors.

All shareholders of record shall have preemptive stock rights in the event any of the authorized but unissued shares or any treasury shares of the stock of this Corporation are issued by this Corporation, in order to permit the then shareholders of record the opportunity to purchase their respective pro rata portion of such number of shares of stock then being issued at the price or valuation at which it is offered to others.

Restrictions on the right of any present or future shareholder to devise, sell, encumber or otherwise transfer any interest in any of the shares of stock of this Corporation may be established in the By-Laws of this Corporation, and at any time thereafter be implemented by a written agreement between this Corporation and all of the then shareholders of record.

#### ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial principal office and place of business of this Corporation shall be located at the street and mailing address of 5103 Terry Lane, Lakeland, Florida 33813.

This Corporation may change the location and mailing address of its principal office and place of business from time to time by action of its Board of Directors without any amendment to these Articles of Incorporation, and may have such other offices within and without the State of Florida as may be convenient.

#### ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this Corporation shall initially consist of one (1) member, and shall never be less than one (1) member. The number of Directors may be increased or decreased from time to time, and shall be elected in the manner provided for in the By-Laws of this Corporation, by a majority vote of the shareholders of record who are qualified to vote and who do vote at a duly called meeting of shareholders. It shall never be necessary that a Director be a shareholder of this Corporation.

The name and residence address of the initial Director of this Corporation, who shall serve until his successor may be duly elected, shall be BRIAN D. SIEMEN, 5103 Terry Lane, Lakeland, Florida 33813.

#### ARTICLE VII - INCORPORATOR

The name and residence mailing address of the incorporator to these Articles of Incorporation is BRIAN D. SIEMEN, 5103 Terry Lane, Lakeland, Florida 33813.

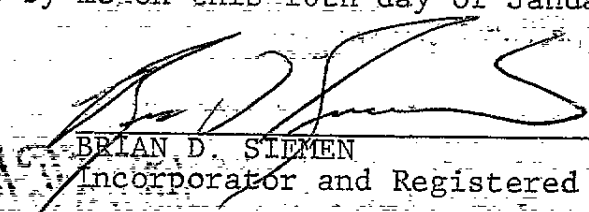
ARTICLE VIII - INITIAL REGISTERED AGENT

The name and the street and mailing address of the initial registered agent for this Corporation is BRIAN D. SIEMEN, 5103 Terry Lane, Lakeland, Florida 33813. The initial registered agent, who is the same person as the Incorporator of this Corporation, by his execution of these Articles of Incorporation does hereby accept this designation and appointment as the registered agent for this Corporation, and agrees to comply with and fulfill the Laws of the State of Florida required of corporate registered agents with which Laws he is familiar.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the shareholders of record of this Corporation who are qualified to vote and who do vote at a duly called meeting of shareholders in the manner provided for in the By-Laws of this Corporation.

These Articles of Incorporation of TERRAIN DEVELOPMENT, INC., have been signed and sealed by me on this 10th day of January, 1998.

  
BRIAN D. SIEMEN

(SEAL)

Incorporator and Registered Agent