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Law Office

FRANK E. MALONEY, JR., P.A.
5 WEST MACCLENNY AVENUE
MACCLENNY, FLORIDA 32063

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 JAN 23 PM 12:59

Telephone: 904/259-3155

Fax: 904/259-5167

January 22, 1998

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

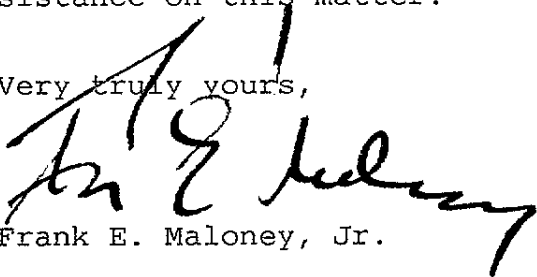
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****122.50 ****122.50

Re: Southern Pines Investments, Inc.

Gentlemen:

Please find enclosed the original and two copies of Articles of Incorporation on Southern Pines Investments, Inc. along with our check for \$122.50. Please file same accordingly with your records. Thanking you in advance for your assistance on this matter.

Very truly yours,


Frank E. Maloney, Jr.

FEMJr/slr
Enclosures

D. BROWN JAN 26 1998

ARTICLES OF INCORPORATION

OF

SOUTHERN PINES INVESTMENTS, INC.

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

ARTICLE ONE
NAME

The name of the corporation is SOUTHERN PINES INVESTMENTS, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual. The date business is to begin is upon filing of corporate papers.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any other lawful business for which corporations may be incorporated under the Florida General

Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

2. More particularly for the purchase, sale and rental of investment properties.

ARTICLE FOUR CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 300. Such shares shall be of a common class, and shall have a par value of TWO HUNDRED AND FIFTY DOLLARS (\$250.00) per share.

ARTICLE FIVE REGISTERED OFFICE AND AGENT

The corporation's principal office address is: 14 South 5th Street, Macclenny, Florida 32063. The name of its initial registered agent is Frank E. Maloney, Jr., P.A., whose address is 5 West Macclenny Avenue, Macclenny, Florida 32063, who has signed the appropriate Acceptance which is attached hereto. --

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three. The name and address of each person who is to serve as a member of the initial board of directors are:

Name	Address
PATRICK MOBLEY	P.O. Box 144 Macclenny, FL 32063
RICHARD FERRY	P.O. Box 446 Macclenny, FL 32063
MARK LANCASTER	Route 2, Box 1977 Glen St. Mary, FL 32040

ARTICLE SEVEN
INCORPORATORS

The name and address of each incorporator is:

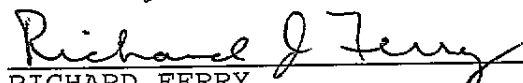
Name	Address
PATRICK MOBLEY	P.O. Box 144 Macclenny, FL 32063
RICHARD FERRY	P.O. Box 446 Macclenny, FL 32063
MARK LANCASTER	Route 2, Box 1977 Glen St. Mary, FL 32040

ARTICLE EIGHT

These Articles of Incorporation may be amended by the Board of Directors of said corporation at any regular meeting of said corporation or at any called meeting held for that purpose, providing the proposed amendment or amendments have been first pre-submitted to the Board beforehand.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, have executed these Articles of Incorporation this 22nd day of January, A.D. 1998.


PATRICK MOBLEY


RICHARD FERRY


MARK LANCASTER

ACCEPTANCE OF REGISTERED AGENT

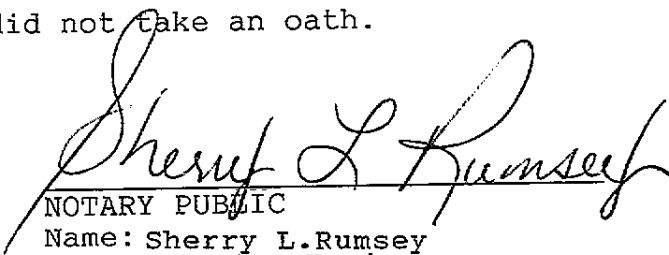
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HAVING been named to accept service of process for the above named corporation at a place designed in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


FRANK E. MALONEY, JR.

STATE OF FLORIDA)
 : s.s.
COUNTY OF BAKER)

THE FOREGOING INSTRUMENT was acknowledged before me this 22nd day of January, A.D., 1998, by Frank E. Maloney, Jr., who is personally known to me and who did not take an oath.


NOTARY PUBLIC

Name: Sherry L. Rumsey
My Commission Expires:

