

098000017868



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 717424 114447A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 24, 1998

ORDER TIME : 11:06 AM

ORDER NO. : 717424-005

CUSTOMER NO: 114447A

CUSTOMER: Raymond J. Rafool, Esq
CURTIS ALEXANDER & VARNER

P. O. Box 189

Winter Haven, FL 33882

DOMESTIC FILING

NAME: FAR-ED, INC.

EFFECTIVE DATE:

500002439315--4

-02/24/98--01060--025
****122.50 ****122.50

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 2:27

RECEIVED
98 FEB 24 PM 12:21
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

FAR-ED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 2:27

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is FAR-ED, INC., whose address is 390 Cypress Gardens Boulevard, S.E., Winter Haven, Florida 33880.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1,000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V - IDEMNITY

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of

the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VII - FLORIDA CONTROL-SHARE ACQUISITION

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (Sections 607.0901 through 607.0903, Fla.Stat.) shall not be applicable to this Corporation.

ARTICLE VIII - ADDRESS OF PRINCIPAL OFFICE(S)

The principal office of this Corporation shall be 390 Cypress Gardens Boulevard, S.E., Winter Haven, Florida, 33880, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE IX - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE X - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are: _____

ROBERT E. EDDY: _____ 390 Cypress Gardens Boulevard, S.E.
Winter Haven, FL 33880

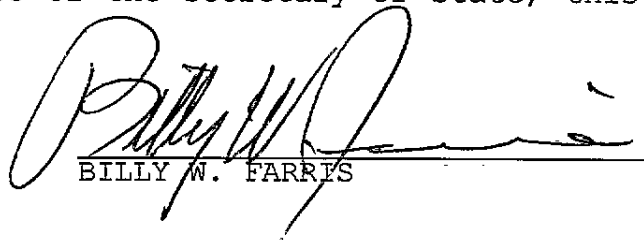
BILLY W. FARRIS: _____ 390 Cypress Gardens Boulevard, S.E.
Winter Haven, FL 33880

ARTICLE XI - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

BILLY W. FARRIS _____ 390 Cypress Gardens Boulevard, S.E.
Winter Haven, FL 33880

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 20th day of February, 1998.

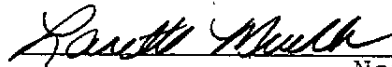

BILLY W. FARRIS

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared BILLY W. FARRIS, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced _____, as identification and who did (did not)

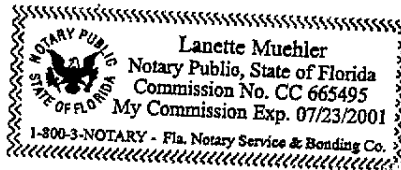
take an oath, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 20th day of February, 1998.



Notary Public

My Commission Expires: _____



CONSENT TO SERVE AS REGISTERED AGENT, CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 PM 2:27

Pursuant of Section 48.091, Fla.Stat., the following is submitted, in compliance with said Section:

FAR-ED, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of **WINTER HAVEN**, State of **FLORIDA**, has named, **BILLY FARRIS**, located **390 Cypress Gardens Boulevard, S.E., Winter Haven, Florida 33880** as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Dated this February 20, 1998.


BILLY W. FARRIS
REGISTERED AGENT