

W. Wm. Ellsworth, Jr.
Counselor at Law

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P98000030138

March 27, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-03/30/98--0112--010
****122.50 ****122.50

RE: HIGHLANDS LAND & REALTY COMPANY

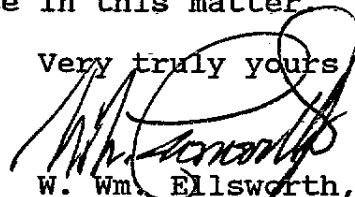
Gentlemen:

Enclosed is the original and one copy of the Articles of Association of this proposed Corporation. Please endorse your approval on a certified copy and return to this office - Post Office Box 6420, Lakeland, Florida 33807.

Also enclosed is a check in the amount of \$122.50 to cover the filing fee of \$35; the Certified Copy of Articles of Incorporation fee of \$52.50; and the Certificate of Resident Agent for Service of Process fee of \$35.

Thank you for your assistance in this matter

Very truly yours



W. Wm. Ellsworth, Jr.

WWEJr/lsk
Enclosure

FILED
98 MAR 30 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

425
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ARTICLES OF INCORPORATION
OF
HIGHLANDS LAND & REALTY COMPANY

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Laws of State of Florida.

FILED
98 MAR 30 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is HIGHLANDS LAND & REALTY COMPANY.

ARTICLE II

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

Six Thousand (6,000) shares of Common Stock having a nominal or par value of One Dollar (\$1.00) per share, all of which shall be Common Stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of that initial registered office and principal office of this Corporation is 6700 South Florida Avenue, Suite #6, Lakeland, Florida 33813, and the name of the initial Registered Agent of this Corporation at that address is W. Wm. ELLSWORTH, JR.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

W. Wm. ELLSWORTH, JR.
6700 South Florida Avenue
Suite #6
Lakeland, FL 33813

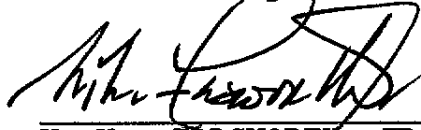
ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as an Incorporator is:

W. Wm. ELLSWORTH, JR.
6700 South Florida Avenue
Suite #6
Lakeland, FL 33813

IN WITNESS WHEREOF, the undersigned Subscriber has executed the Articles of Incorporation this 27th day of March, 1998.

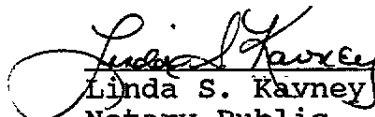


W. Wm. ELLSWORTH, JR.

STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared W. Wm. ELLSWORTH, JR. who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 27th day of March, 1998.



Linda S. Kavney
Notary Public - State of Florida



LINDA S KAVNEY
My Commission CC402579
Expires Oct. 07, 1998
Bonded by NFNU
800-224-6368

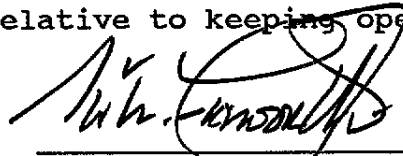
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in Compliance with said Act:

That HIGHLANDS LAND & REALTY COMPANY desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named W. Wm. ELLSWORTH, JR., whose address is 6700 South Florida Avenue, Suite #6, Lakeland, Florida 33813, as its Agent to accept Service of Process within the State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



W. Wm. ELLSWORTH, JR.
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 30 AM 8:20

FILED