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June 22, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

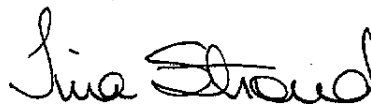
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RE: Incorporation of:
Flatground Properties, Inc.

Dear Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation concerning the above for filing with your office along with a check in the amount of \$122.50 is enclosed to cover the cost of filing. Please forward the certified copy to my office at your earliest convenience in the self addressed prepaid federal express envelope provided. If you should have any questions, please advise immediately.

Sincerely,



Tina Stroud
Legal Assisant to
MARK A. BEDNAR, ESQUIRE

/tms
Enclosures

Please return to:
Mark A. Bednar, Esquire

98 JUN 23 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**ARTICLES OF INCORPORATION
OF
FLATGROUND PROPERTIES, INC.**

APPROVED
AND
FILED
98 JUN 23 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: FLATGROUND PROPERTIES, INC.

ARTICLE II - DURATION

The corporation shall exist perpetually commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transaction any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 499 North Ferdon Boulevard, Crestview, Florida 32536, and the name of the registered agent for this corporation is MARK A. BEDNAR, 11 East Zaragoza Street, Pensacola, Florida 32501.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

MARK A. BEDNAR	11 East Zaragoza Street
	Pensacola, Florida 32501

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

MARK A. BEDNAR	11 East Zaragoza Street
	Pensacola, Florida 32501

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

BRUCE TEEL	125 Shares
KENNETH BLOCKER	125 Shares
MARK A. BEDNAR	125 Shares
KERMIT GEORGE	125 Shares

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation.

ARTICLE XIII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares of stock held by the shareholders of this corporation may not be resold or otherwise transferred o any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIV- TAX ARTICLE

It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Article of Incorporation this 22nd day of June, 1998.


MARK A. BEDNAR

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 22ND day of June, 1998 by MARK A. BEDNAR, who is personally known to me and who did not take an oath.



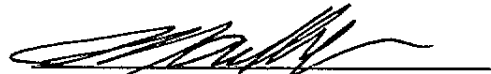
TINA STROUD
My Commission CC550235
Expires Apr. 24, 2000


NOTARY PUBLIC

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is FLATGROUND PROPERTIES, INC.
2. The name and address of the registered agent and office is Mark A. Bednar,
11 East Zaragoza Street, Pensacola, Florida 32501.


MARK A. BEDNAR
11 East Zaragoza Street
Pensacola, Florida 32501

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 OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MARK A. BEDNAR

June 22, 1998

APPROVED
AND
FILED
98 JUN 23 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA