

(SAMPLE LETTER OF TRANSMITTAL)

P99000002246

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

800002733498--8
-01/07/99-01076-008
****122.50 *****78.75

Re: SC & GF DEVELOPMENT, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Registered Agent Designation for the above named corporation.

Very truly yours,

Donald S. Chapman, V.P.
(individual's name)
DONALD S. CHAPMAN

SC & GF DEVELOPMENT
(name of corporation)

MAILING ADDRESS OF CORPORATION		
SC & GF DEVELOPMENT		
5335 SE HIGHWAY 441		
OKEECHOBEE, FLORIDA 34974		
PHONE		
(941)	763-5743	
Area Code	Number	Ext.

FILED
99 JAN -7 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of
SC & GF DEVELOPMENT, Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SC & GF DEVELOPMENT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>SC & GF DEVELOPMENT INC.</u>		
ADDRESS	<u>5335 SE HIGHWAY 441</u>		
CITY	<u>OKEECHOBEE</u>	FLORIDA	ZIP <u>34974</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>DONALD S. CHAPMAN</u>		
ADDRESS	<u>7610 NW 89TH COURT</u>		
CITY	<u>OKEECHOBEE</u>	FLORIDA	ZIP <u>34972</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>DONALD S. CHAPMAN</u>		
ADDRESS	<u>7610 NW 89TH COURT</u>		
CITY	<u>OKEECHOBEE</u>	STATE <u>FLORIDA</u>	ZIP <u>34972</u>
NAME	<u>GERALD F. FENNELL</u>		
ADDRESS	<u>P.O. BOX 668</u>		
CITY	<u>OSPREY</u>	STATE <u>FLORIDA</u>	ZIP <u>34229</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

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TALLAHASSEE, FLORIDA

ARTICLE 171 - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	DONALD S. CHAPMAN		
ADDRESS	7610 NW 89TH COURT		
CITY	OKEECHOBEE	STATE FLORIDA	ZIP 34972
NAME	GERALD F. FENNELL		
ADDRESS	P.O. BOX 668		
CITY	OSPREY	STATE FLORIDA	ZIP 34229
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12 day of Dec, 19 98.

G. Fennell, Pres (Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF OKEECHOBEE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

<u>Donald S. Chapman</u> Signature	<u>FLORIDA DRIVERS LICENSE</u> Form of Identification
<u>G. Fennell</u> Signature	<u>" " "</u> Form of Identification
_____ Signature	_____ Form of Identification

Known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was) (was not) taken.

NOTARY RUBBER STAMP SEAL

CAROLYN ARNOLD
Notary Public, State of Florida
My Comm. Expires May 11, 2001
Comm. No. CC645852

Witness my hand and official seal in the County and State last aforesaid this 12 day of DECEMBER, 19 98.

Carolyn Arnold

CAROLYN ARNOLD
Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

SC & GF DEVELOPMENT, INC.
(name of corporation)

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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 5335 SE HIGHWAY 441

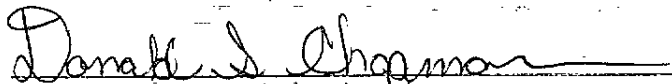
OKEECHOBEE, FLORIDA 34974

has named DONALD S. CHAPMAN

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

DONALD S. CHAPMAN