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Attorney at Law

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GREEN COVE SPRINGS, FLORIDA
32043

February 4, 1999

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GREEN COVE SPRINGS
(904) 284-5618

ORANGE PARK
JACKSONVILLE
MIDDLEBURG
(904) 264-1512
FAX (904) 284-5937

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: ROLLING FORESTS, INC.

700002765697--7
-02/05/99--01036--015
****122.50 *****78.75

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of ROLLING FORESTS, INC. Also enclosed is my Trust Account Check in the sum of \$122.50 as and for your filing fee. I would appreciate your forwarding a copy of the Articles of Incorporation to my attention once they have been filed.

Your assistance in this regard is greatly appreciated.

Sincerely,


Dale S. Wilson

DSWph

Enclosures

cc: Shin Shin Lin

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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WS

ARTICLES OF INCORPORATION

OF

ROLLING FORESTS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under the laws of the State of Florida.

ARTICLE I.

The name of this Corporation is ROLLING FORESTS, INC.

ARTICLE II. NATURE OF BUSINESS.

The general character, purpose, and nature of business to be transacted by this Corporation is: real estate sales and development, and any other business activities pursuant to the laws of the State of Florida.

ARTICLE III. CAPITOL STOCK.

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the shareholders; provided, however, that in the event of such designation, if specifically made by the shareholders, said stock shall be deemed voting.

ARTICLE IV. INITIAL CAPITAL.

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -5 PM 6:35

ARTICLE VI. ADDRESS

The initial street address of the principal office of this Corporation is to be at 2535 Country Club Blvd., Orange Park, FL 32073.

ARTICLE VII. RESIDENT AGENT.

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

That ROLLING FORESTS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 2535 Country Club Blvd., Orange Park, FL 32073, has named SHIN-SHIN LIN as agent to accept service of process within the state at the same address.

ACKNOWLEDGMENT

Having been named to accept service of process for ROLLING FORESTS, INC., 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.



RESIDENT AGENT: SHIN-SHIN LIN

ARTICLE VIII.

The affairs of the Corporation shall be managed by its shareholders, rather than a Board of Directors.

ARTICLE IX. OFFICERS.

The initial officers of ROLLING FORESTS, INC., who shall serve until their successors are elected are as follows:

Richard McCauley, President
359 Perthshire
Orange Park, FL 32073

Lina Shaykh, Vice President
5688 Sylvan Glen Run
Orange Park, FL 32073

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Deevid Miller, Secretary
147 Passage Drive
Orange Park, FL 32073

Shin-Shin Lin, Treasurer
2535 Country Club Blvd.
Orange Park, FL 32073

ARTICLE X. SUBSCRIBER.

The name and street address of the subscribers to these Articles of Incorporation is RICHARD McCAULEY, 359 Perthshire, Orange Park, FL 32073, LINA SHAYKH, 5688 Sylvan Glen Run, Orange Park, FL 32073, DEEVID MILLER, 147 Passage Drive, Orange Park, FL 32073 and SHIN-SHIN LIN, 2535 Country Club Blvd., Orange Park, FL 32073.

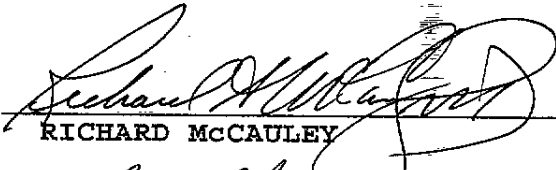
ARTICLE XI. EFFECTIVE DATE.

These Articles of Incorporation shall be effective on the date they are acknowledged.

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of February, 1999.


RICHARD McCAULEY


LINA SHAYKH


DEEVID MILLER

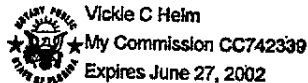
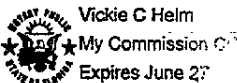

SHIN-SHIN LIN

State of Florida
County of Clay

Before me, the undersigned notary public, personally appeared, RICHARD MCCAULEY, to me well known to be the individual described herein and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed. I relied upon the following form of identification: personally known and an oath was not taken.

WITNESS MY HAND AND SEAL in the county and state above named this 2nd day of February, 1999.

Vickie C. Helm
NOTARY PUBLIC
My Commission Expires:

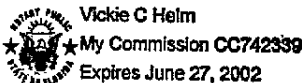


State of Florida
County of Clay

Before me, the undersigned notary public, personally appeared, LINA SHAYKH, to me well known to be the individual described herein and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed. I relied upon the following form of identification: personally known and an oath was not taken.

WITNESS MY HAND AND SEAL in the county and state above named this 2nd day of February, 1999.

Vickie C. Helm
NOTARY PUBLIC
My Commission Expires:



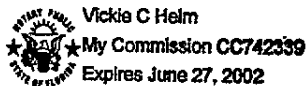
State of Florida
County of Clay

Before me, the undersigned notary public, personally appeared, DEEVID MILLER, to me well known to be the individual described herein and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed. I relied upon the following form of identification: _____

personally known and an oath was not taken.

WITNESS MY HAND AND SEAL in the county and state above named this 2nd day of February, 1999.

Vickie C. Helm
NOTARY PUBLIC
My Commission Expires:



State of Florida
County of Clay

Before me, the undersigned notary public, personally appeared, SHIN-SHIN LIN, to me well known to be the individual described herein and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed. I relied upon the following form of identification: _____

personally known and an oath was not taken.

WITNESS MY HAND AND SEAL in the county and state above named this 2nd day of February, 1999.

Vickie C. Helm
NOTARY PUBLIC
My Commission Expires:

