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February 5, 1999

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

Re: Bird Dog Realty, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation. In addition, a check in the sum of \$122.50 is also enclosed which represents the following fee for the corporation:

Filing fee:	\$ 35.00
Certified fee:	52.50
Registered agent fee:	35.00

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-02/16/99--01022--013
****122.50 ****78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me. Thank you for your assistance in regard to this matter. If you have any questions please do not hesitate to contact me.

Sincerely,

for Marcelb
for Harold S. Richmond

HSR/mkr

Enclosures

FILED
99 FEB 16 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BIRD DOG REALTY, INC.

FILED
99 FEB 16 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be BIRD DOG REALTY, INC. The principal office or the mailing address of the Corporation is 409 North 11th Street, Quincy, FL 32351.

ARTICLE II - DURATION

The duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - SHARES

The aggregate number of shares which the Corporation is authorized to issue is 100

shares of common stock. Such shares shall be of a common class and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 227 East Jefferson Street, Quincy, FL 32351, and the name of its initial Registered Agent at that address is HAROLD S. RICHMOND.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
HELEN CLAIRE MAHAFFEY	409 North 11th Street Quincy, FL 32351

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rate portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock from class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VIII - INCORPORATOR

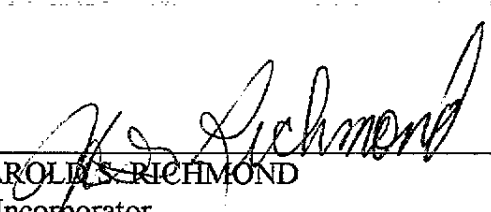
The name and address of each Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
HAROLD S. RICHMOND	227 East Jefferson Street Quincy, FL 32351

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5th day of February, 1999.

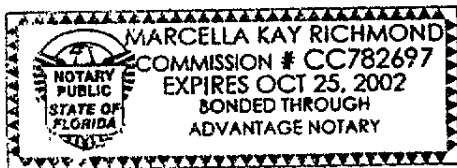


HAROLD S. RICHMOND
as Incorporator

STATE OF FLORIDA
COUNTY OF GADSDEN

Before me personally appeared HAROLD S. RICHMOND, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of February, 1999.



Marcella Kay Richmond
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

ACCEPTANCE BY DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as resident agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with 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.

DATE: February 5, 1999

Harold S. Richmond
HAROLD S. RICHMOND
as Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA