

LAW OFFICES OF
MASSEY & PUTNAM

M. CRAIG MASSEY (1927-1998)
ABEL A. PUTNAM

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LAKELAND, FL 33802-3545

PP900015769

February 16, 1999

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-02/17/99--01042--008
131.25 **87.50

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

Re: *Polk County Diamond Club, Inc.*

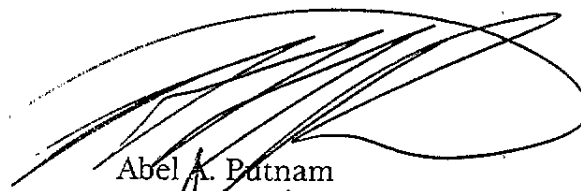
Dear Sir/Madam:

Enclosed herewith for filing please find the original and a copy of the Articles of Incorporation with the Certificate Designating Registered Agent attached. A check in the amount of \$131.25 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish me with a certified copy of the Articles of Incorporation and your certificate of filing same to my office.

Thank you for your attention and consideration.

Sincerely,


Abel A. Putnam

AAP/ly

Enclosures

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FILED
99 FEB 17 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA



**ARTICLES OF INCORPORATION
OF
POLK COUNTY DIAMOND CLUB, INC.**

FILED
99 FEB 17 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is Polk County Diamond Club, Inc.

ARTICLE II - Principal Office and Mailing Address of the Corporation

The address of the principal office of the corporation is 2602 Nursery Road, Lake Wales, Florida 33853, and its mailing address is the same.

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective upon the filing hereof, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue one thousand (1,000) shares of \$0.25 par value common stock, which shares shall be a single class.

ARTICLE VI - 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 offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, 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.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Harold L. Tyus	2602 Nursery Road Lake Wales, Florida 33853
Charles R. White, Jr.	2151 Avenue C, S.W. Winter Haven, Florida 33880

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the fullest extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

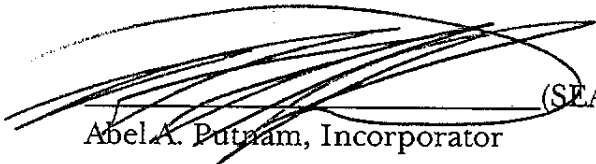
The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Abel A. Putnam	500 South Florida Avenue, Ste 200 Lakeland, Florida 33801

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 500 South Florida Avenue, Ste 200, Lakeland, Florida 33801 and the name of the initial registered agent of the corporation at that address is Abel A. Putnam.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 16TH day of February, 1999.

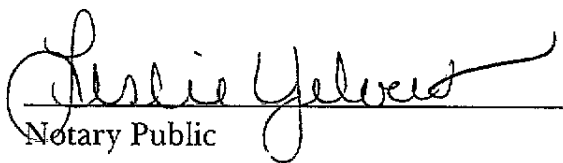

Abel A. Putnam, Incorporator (SEAL)

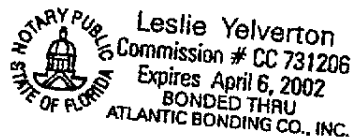
**STATE OF FLORIDA
COUNTY OF POLK**

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Abel A. Putnam, who is personally known to me.

WITNESS my hand and official seal this 16th day of February, 1999, at Lakeland, Florida.

(NOTARIAL SEAL)


Notary Public
State of Florida at Large
My Commission Expires:



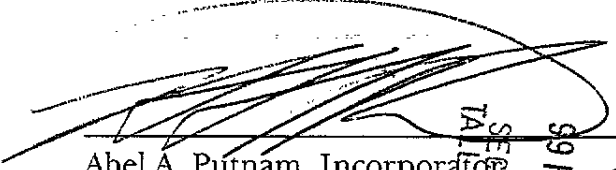
To: The Department of State
Tallahassee, Florida 32304

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

In compliance with §607.0501 of the Florida General Corporation Act, the following is submitted:

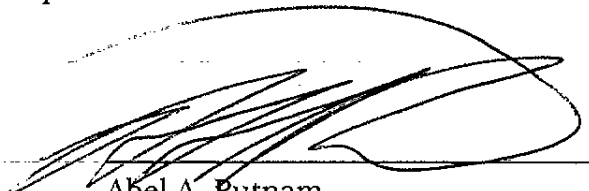
Polk County Diamond Club, Inc., with its place of business at 2602 Nursery Road, Lake Wales, Florida 33853, has named Abel A. Putnam, located at 500 South Florida Avenue, Suite 200, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: February 16th, 1999.


Abel A. Putnam, Incorporated

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: February 16th, 1999.


Abel A. Putnam
Registered Agent