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February 19, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

FILED
99 FEB 22 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: RIVER CITY MANAGEMENT CO.

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 from:

RIVER CITY MANAGEMENT CO.
138 S. Hwy. 17/92
DeBary, Florida 32713
(407) 668-7778

000002783020--7
-02/22/99--01101--005
*****70.00 *****70.00

Please file these Articles of Incorporation and provide us with the date incorporation was approved.

Very sincerely yours,
BIERNACKI & BAUER, P.A.


Kirk T. Bauer

KTB:mh
Enclosure

2-2499

ARTICLES OF INCORPORATION

OF

RIVER CITY MANAGEMENT CO.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Article I

The name of the corporation shall be: RIVER CITY MANAGEMENT CO.

Article II

The principal place of business and mailing address of this corporation shall be: 138 S. Hwy. 17/92, DeBary, Florida 32713.

Article III

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares.

Article V

The name and address of the initial registered agent is:

KIRK T. BAUER
223 S. Woodland Boulevard
DeLand, Florida 32720

Article VI

This corporation is to exist perpetually.

Article VII

The name and street address of the incorporator to these Articles of Incorporation is:

RICHARD R. DWYER
138 S. Hwy. 17/92
DeBary, Florida 32713

The undersigned incorporator has executed these Articles of Incorporation this 18 day of February, 1999.


RICHARD R. DWYER

**CERTIFICATE OF DESIGNATION OF
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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: RIVER CITY MANAGEMENT CO.
2. The name and address of the registered agent and office

KIRK T. BAUER
223 S. Woodland Boulevard
DeLand, Florida 32720

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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.


(SIGNATURE)

2/19/99
(DATE)