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JAMES M. STUCKEY
ATTORNEY AT LAW*
(407) 223-8100
FAX NO. (407) 223-1430

Mailing Address:
Post Office Box 1800
Stuart, Florida 34995-1800
*Admitted in Fla. and S.C.

Street Address:
310 West First Street
Stuart, Florida 34994

February 25, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

200002788542--3
-02/26/99-01065-013
*****122.50 *****78.75

RE: BLACK RIVER RANCH, INC.

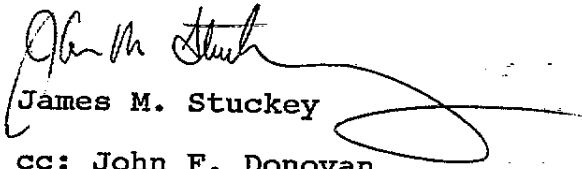
Dear Sir or Madam:

I am enclosing the original and a copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation.

I am sending this by Federal Express, as my clients wish to start business right away. Please file these Articles as soon as possible, and I will call in to see if they have been filed. If it is not against office policy, please call me collect at (561) 223-8100 to confirm as soon as possible that the Corporation has been filed.

I am enclosing my check for \$122.50 to cover the filing fees and the cost of the certified copy of the Articles. Please forward the certified copy to me at your convenience. If you need anything further, please do not hesitate to call, collect. Thank you for your assistance.

Yours very truly,


James M. Stuckey

cc: John F. Donovan

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99 FEB 26 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.A. - 3/2/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

ARTICLE II. INITIAL REGISTERED OFFICE

ARTICLE III. CAPITALIZATION

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

ARTICLE V. CORPORATE DURATION

ARTICLE VI. PURPOSES

Articles of Incorporation of Black River Ranch, Inc.
Page 1 of 2 Pages

ARTICLE VII. INCORPORATOR

The name and address of each person signing these Articles of Incorporation is:

John F. Donovan

6401 S.W. Thistle Terrace
Palm City, Florida 34990.

ARTICLE VIII. DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The number of directors may be changed from time to time by an amendment to the Bylaws of the Corporation. The name and address of the person who is to serve as the sole member of the initial board of directors is:

John F. Donovan

6401 S.W. Thistle Terrace
Palm City, Florida 34990.

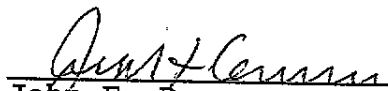
ARTICLE IX. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE X. INDEMNIFICATION

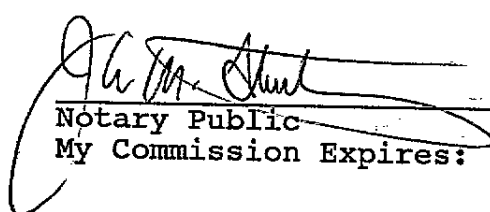
This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 24th day of February, 1999.


John F. Donovan

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 24th day of February, 1999 by John F. Donovan who is personally known to me and who did not take an oath.


Notary Public
My Commission Expires:



JAMES M. STUCKEY
COMMISSION # CC600741
EXPIRES JAN 04, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

FOR BLACK RIVER RANCH, INC.

That BLACK RIVER RANCH, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 6401 S.W. Thistle Terrace, Palm City, Florida 34990, has named JOHN F. DONOVAN, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: 
JOHN F. DONOVAN

FILED
99 FEB 26 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA