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THEODORE PARKER, P.A.

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THEODORE PARKER

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March 11, 1999

Department of State
Corporate Records Bureau
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32301

200002804022--6

-03/12/99--01052--009

****122.50 *****78.75

RE: Red Rock Park, Inc.

To whom it may concern,


Enclosed please find two originals of the proposed Articles of Incorporation for the above referenced corporation.

Please file the one original and forward the second original, certified, to the attention of the undersigned at your earliest convenience. Our check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
Total	\$122.50

Thank you for your cooperation and assistance in this matter.

Very truly yours,


KATHY L. MORGAN
Legal Assistant
:klm

FILED
99 MAR 12 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 18 1999.

ARTICLES OF INCORPORATION
OF
RED ROCK PARK, INC.

FILED
99-MAR-12 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of this corporation is Red Rock Park, Inc. , and its initial principal office location and mailing address is 1707 Flower Drive, Sarasota, Florida 34236.

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITALIZATION

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address is the initial registered office of this corporation is 2033 Main Street, Suite 106, Sarasota, Florida 34237 and the name of the initial registered agent for this corporation at such address is Theodore Parker, Esq.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws; however, there shall never be less than one (1) Director nor more than five (5) Directors. The name and address of the initial

Board of Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Steven P. Wexler	1707 Flower Drive Sarasota, Florida 34236

ARTICLE VII INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
THEODORE PARKER	2033 Main Street, Suite 106 Sarasota, Florida 34237

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE IX AMENDMENT

This corporation reserves the right to amend any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors; provided any such amendment is not inconsistent with or does not contravene the provisions of the Florida Business Corporation Act (FS 607).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of March, 1999.



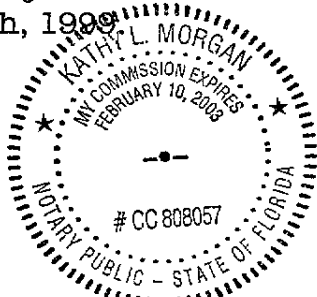
THEODORE PARKER

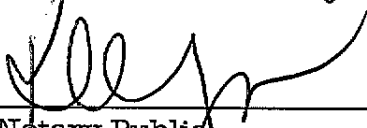
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgments, in the state and county set forth above, personally appeared, Theodore Parker, who is

personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and who did not take an oath.

WITNESS my hand and official seal, in this state and county aforesaid this 11th day of March, 1999.




Notary Public
Print Notary Name: _____
Commission Expires: _____
Commission Number: _____

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FS 607.0501, THE BELOW DESCRIBED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Red Rock Park, Inc.

The name and address of the registered agent and office are:

Theodore Parker, Esq.
2033 Main Street
Suite 106
Sarasota, Florida 34237

FILED
99 MAR 12 AM 9:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT 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.


THEODORE PARKER, ESQ.