

Parrish & Moore, P.A.
ATTORNEYS AT LAW

JON D. PARRISH
MICHAEL G. MOORE



ANTHONY M. LAWTON
ALAN B. FIELDS, of counsel

Via UPS Overnight Delivery

March 25, 1999

P99000029545

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002820001--1
-03/25/99--01072--0003
*****70.00 *****70.00

Re: Apalach Classic Systems, Inc.

Dear Sir or Madam:

Attached please find the original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent, together with our firm's check in the amount of \$70.00 for Apalach Classic Systems, Inc..

Please forward any correspondence and/or inquiries to:

Parrish & Moore, P.A.
c/o Michael G. Moore
2171 Pine Ridge Road, Suite D
Naples, Florida 34109

Very truly yours,

PARRISH & MOORE, P.A.

Michael G. Moore

MGM/bjb
Encls.

FILED
99 MAR 26 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 31 1999

ARTICLES OF INCORPORATION
OF
APALACH CLASSIC SYSTEMS, INC.

FILED
99 MAR 26 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is APALACH CLASSIC SYSTEMS, INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to engage in real estate development and in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

Authorized shares

Number:	The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Class A Common Stock.
Voting Rights:	Each share of Class A Common Stock will entitle the holder to 1 vote per share.
Par Value:	Each share shall have a stated par value of \$1.00.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is: Parrish & Moore, P.A., 2171 Pine Ridge Road, Suite D, Naples, Florida 34109. The initial registered agent at such address shall be Michael G. Moore.

ARTICLE VI

The name and address of the initial Incorporator are:

Michael G. Moore
Parrish & Moore, P.A.
2171 Pine Ridge Road, Ste D
Naples, Florida 34109

ARTICLE VII

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

ARTICLE VIII

The address of the principal office is: c/o Greg Leach, 431 Ridge Court, Naples, Florida 34108.

ARTICLE IX

The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

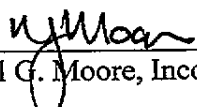
ARTICLE X

The corporation shall initially have two (2) directors. The number of directors may be amended or modified through amendment to the corporation's Bylaws. The name and address of the initial director are as follows:

Sally Leach
431 Ridge Court
Naples, Florida 34108

Greg Leach
431 Ridge Court
Naples, Florida 34108

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Naples, Collier County, Florida on this 22 day of March, 1999.



Michael G. Moore, Incorporator

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, 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.

One: The name of the corporation is APALACH CLASSIC SYSTEMS, INC.

431 Ridge Court
Naples, Florida 34108

Two: The name and address of the Registered Agent is:

Michael G. Moore
c/o Parrish & Moore, P.A.
2171 Pine Ridge Road, Suite D
Naples, Florida 34109

Executed this 22 day of March, 1999.


Incorporator

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.


Michael G. Moore

3/22/99
Date

FILED
99 MAR 26 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA