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May 10, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

RE: FRIENDS OF THE LAND, INC.

Dear Division:

Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	\$ 35.00
TOTAL	\$ 78.75

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-05/18/99--01004--014
*****78.75 *****78.75

Please return the certified copy to my office.

Thank you for your kind cooperation.

Sincerely,
MICHAEL D. MILLHORN, P.A.

Fred W. Mundie, Jr.
Attorney at Law

encl.

Fred Mundie, Jr. GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. I*
DATE *5/24/99*
LIC EXAM *Devin Brown*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 17 PM 10:16

RECEIVED MAY 24 1999

ARTICLES OF INCORPORATION
OF

FRIENDS OF THE LAND, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 17 AM 10:16

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of the corporation is:

FRIENDS OF THE LAND, INC.

and the principal mailing address of the corporation is:

1417 Torrey Pines Drive

Lady Lake, Florida 32159

Article II - Purpose

The general purpose for which the Corporation is organized is to include the transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article III - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

Article IV - Capital Stock

This Corporation is initially authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares-Class 'A' voting," which shall be entitled to one vote per share. Additional shares may be authorized and issued by the Corporation.

Article V- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

Spruce Creek Professional Center, Suite 204
10935 SE 177th Place
Summerfield, FL 34491

and the name of the initial registered agent of this Corporation at that office is:

MICHAEL D. MILLHORN, P.A.

Article VI - Initial Board of Directors

This Corporation shall have Three Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two and not more than five. The Directors, in their sole discretion, may appoint Officers of the Corporation at any time. The names and addresses of the initial Directors of this Corporation are as follows:

Thomas J. Hart
804 Miranda Way
Lady Lake, Florida 32159

Stuart A. Merrill
1417 Torrey Pines Drive
Lady Lake, Florida 32159

Edward B. Sullivan
722 Vista PL
Lady Lake, Florida 32159

Article VII - Management

The initial management of the Corporation shall be vested in the following named individuals, holding the capacity so stated:

EDWARD B. SULLIVAN	-	President
THOMAS J. HART	-	Secretary/Treasurer

Article VIII - Incorporator

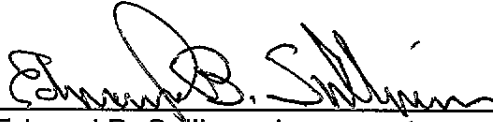
The name and address of the person signing these Articles of Incorporation is:

Edward B. Sullivan
722 Vista PL
Lady Lake, Florida 32159

Article IX - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 19 day of May, 1999.



Edward B. Sullivan, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 10 DAY OF MAY, 1999.


MICHAEL D. MILLHORN, P.A.
By: Fred W. Mundie, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 17 AM 10:17

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared Edward B. Sullivan, who produced Florida Driver's License as identification, as Incorporator, executed the foregoing Articles of Incorporation of FRIENDS OF THE LAND, INC., and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10 day of May, 1999.

(SEAL)



Mary E. Engle
MY COMMISSION # CG634877 EXPIRES
May 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: