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SMITH
SAUER
& DEMARIA

ATTORNEYS AT LAW

June 14, 1999

FILED
99 JUL -2 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. Thomas Smith
Board Certified
Real Estate Attorney

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

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-07/02/99-01034-003
*****70.00 *****70.00

RE: Dogwood and Pines, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to me as evidence of filing. If you have any questions, please do not hesitate to call.

Sincerely,

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

/gh
enclosures

ARTICLES OF INCORPORATION
OF
DOGWOOD AND PINES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is Dogwood and Pines, Inc.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

- (1) To maintain and manage timberland.
- (2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this

corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of 1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 6050 Hermitage Drive, Pensacola, Florida, 32504. The name of the initial registered agent for the corporation at that address is William D. Lewis. The principal office of the corporation shall be 6050 Hermitage Drive, Pensacola, Florida 32504.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
William D. Lewis	6050 Hermitage Drive, Pensacola, FL 32504
Patricia M. Lewis	6050 Hermitage Drive, Pensacola, FL 32504

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
William D. Lewis	6050 Hermitage Drive, Pensacola, FL 32504
Patricia M. Lewis	6050 Hermitage Drive, Pensacola, FL 32504

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of
Incorporation on this 14th day of June, 1999.

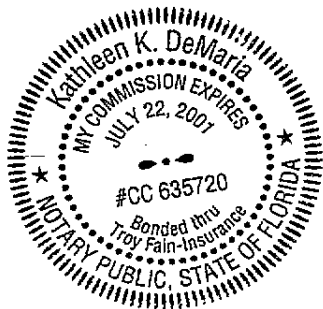
William D. Lewis
William D. Lewis

Patricia M. Lewis
Patricia M. Lewis

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared William D. Lewis and Patricia M. Lewis, who X are personally known to me or _____ produced a _____ as identification and who executed the foregoing Articles of Incorporation, and they acknowledge that they subscribed the said instrument for the uses and purposes set forth therein.

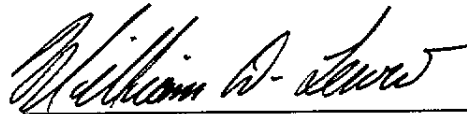
WITNESS my hand and official seal in the County, and State last aforesaid
this 14th day of June, 1999.



Kathleen K. DeMaria
Printed Name: Kathleen K. DeMaria
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Dogwood and Pines, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.



William D. Lewis

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TALLAHASSEE, FLORIDA