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W. Wm. Ellsworth, Jr.
Counsellor at Law

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September 20, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

600002995516--2
-09/23/99--01089--012
****122.50 *****78.75

Re: RIVERLAKE PROPERTIES, INC.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of this proposed Corporation. Please endorse your approval on a certified copy and return to this office: P.O. Box 3009 E. 540A, Highland City, FL 33846.

Also enclosed is a check in the amount of \$122.50 to cover the filing fee of \$35; the Certified Copy of Articles of Incorporation fee of \$52.50, and the Certified Registered Agent for Service of Process fee of \$35.

Thank you for your assistance in this matter.

Very truly yours,

W. Wm. Ellsworth, Jr.

WWEjr/jca
Enclosures

FILED
99 SEP 23 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN SEP 27 1999

**ARTICLES OF INCORPORATION
OF
RIVERLAKE PROPERTIES, INC.**

FILED
99 SEP 23 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation is RIVERLAKE PROPERTIES, INC.

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

ONE Thousand (1,000) shares of Common Stock having a nominal or par value of One Dollar (\$1.00) per share, all of which shall be Common Stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of that initial registered office and principal office of this Corporation is 3009 E. 540A , Highland City, Fl. 33846, and the name of the initial Registered Agent of this Corporation at that address is J. C. Aldridge.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

J. C. Aldridge

P. O. Box 1797

Highland City, FL. 33846-1797

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles as an Incorporator is

J. C. Aldridge

P.O. Box 1797

Highland City, FL. 3846-1797


IN WITNESS WHEREOF, the undersigned Subscriber has executed the Articles of
Incorporation this 20th day of September, 1999.

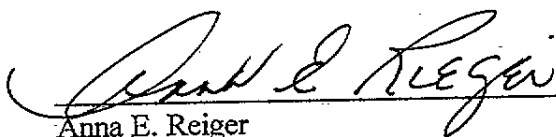

J. C. Aldridge

STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public authorized to take acknowledgments in the State and County set
forth above, personally appeared J. C. Aldridge, who is personally known to me and known by me
to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before
me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the
State and County aforesaid this 20th day of September, 1999.

 Anna E. Reiger
(Notary Seal) My Commission CC823860
Expires April 6, 2003


Anna E. Reiger
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
99 SEP 23 AM 10:00
CLERK OF STATE
TALLAHASSEE FLORIDA

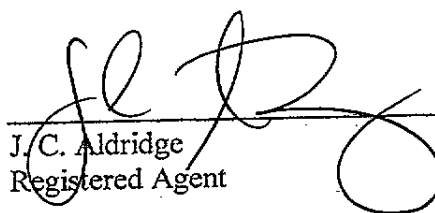
In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in Compliance

with said Act:

That Riverlake Properties, Inc., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named J. C. Aldridge, whose address is 3009 E. 540A, Highland City, FL 33846, as its Agent to accept Service of Process within the State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



J. C. Aldridge
Registered Agent