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ROBERT K. MATHIS
1539 SAN RAFAEL WAY
ST. AUGUSTINE, FL.
32084

October 14, 1999

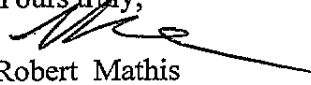
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Florida Department of State
Corporations Department
P.O. Box 6327
Tallahassee, Fl. 32314

Dear Sirs:

Enclosed please find a set of Articles of Incorporation, along with the appropriate check, for filing with the Secretary of State. Please return the documents to me at the above address when completed. In case further information is needed, my office number is (904) 823-2565.

Yours truly,


Robert Mathis

FILED
99 OCT 18 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Susan Hutson

GAVE

AUTHORIZATION BY PHONE TO

CORRECT Add Directors at

DATE 10-20-99 CB

DGC. EXAM

CB
10-20-99
5

ARTICLES OF INCORPORATION
OF
BUFFALO CREEK HUNT CLUB, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the state of Florida.

ARTICLE I.

The name of the Corporation is BUFFALO CREEK HUNT CLUB, INC.

ARTICLE II.

The general nature of the business to be transacted by the corporation is:

(a) To lease, purchase or otherwise acquire lands, properties and/or hunting rights to properties in the States of Florida, Georgia and South Carolina, for the benefit of the shareholders, officers and directors, and their relatives, guests and assignees. To administer those lands, properties and rights, and to engage in such management practices as may improve those lands, properties and rights.

(b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or other types of investments, and to own or lease such real and personal property necessary for the purpose of carrying on of the said business. To borrow money,

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of the objects of the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation and, in general, either along, or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishments of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares or stock that the corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV.

The amount of capital with which the corporation will begin business is Four thosand-Five Hundred (\$4500.00) dollars.

ARTICLE V.

The corporation shall exist perpetually.

ARTICLE VI.

The initial post office address of the principal office of the corporation in the State of Florida is 60 South Dixie Highway, St. Augustine, Florida, 32095. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

The name and post office address of the corporate resident agent for service of process is Tommy Bennett, Jr. , 60 South Dixie Highway, St. Augustine, Florida, 32095.

ARTICLE VIII.

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by-laws adopted by the stockholders.

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Tommy Bennett, Jr	60 South Dixie Highway St. Augustine, Fl. 32095	1	\$1500.00

William Kling, Jr	9430 U.S. 1, South St. Augustine, Fl. 32086.	1	\$1500.00
Jerry Mills	3520 Lewis Speedway St. Augustine, Fl. 32095	1	\$1500.00

ARTICLE X

No stock holder of the corporation shall enter into a voting trust agreement or any other type agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that any director of the corporation is interested in or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the corporation or in which the corporation is interested; and no contract or other transaction of the corporation with any person, firm or corporation shall be affected by the fact that any director of the corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for benefit of himself or and firm, association or corporation in which he may be in any way interested.

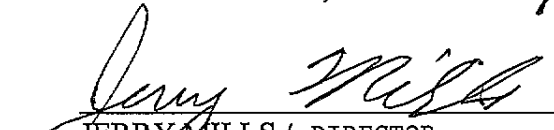
ARTICLE XII

These Articles of Incorporation may be amended in the manner provided bylaw. Every amendment shall be approved by the Board of Directors, proposed by them to the stock holders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF we have executed these Articles of Incorporation this ____ day
of October, 1999.


TOMMY BENNETT, JR. / DIRECTOR


WILLIAM KLING, JR. / DIRECTOR


JERRY MILLS / DIRECTOR

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.


TOMMY BENNETT, JR.

OCTOBER , 1999.

FILED
99 OCT 18 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA