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July 14, 1998
F98000004060

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: AMELIA ISLAND VENTURES, INC.
Application for Foreign Corporation

Dear Sir:

Enclosed is the original Application by Foreign Corporation for authorization to Transact Business in Florida, the Certificate of Incorporation from the State of Georgia, and the corporation's check in the amount of \$122.50 as and for the filing fee for the above referenced corporation.

If you have any questions, please do not hesitate to contact my office.

Sincerely yours,



MICHAEL S. MULLIN

MSM/am

Enclosures

cc: Client

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-07/16/98--01056--001
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#27/16

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 16 PM 1:59

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Amelia Island Ventures, Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia
(State or country under the law of which it is incorporated)

3. 5-29-98 4. Perpetual
(Date of Incorporation) (Duration)

5. _____
(Federal Employer Identification number, if applicable)

6. June 15, 1998
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1127 Lake Oconee Parkway Eatonton, Ga. 31024
(Current mailing address)

8. Real Estate Development
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. **Directors:**
Chairman: Strickland Holloway, Jr.
Address: 110 Thunder Trail
Eatonton, Ga. 31024

Vice Chairman: James L. Lott
Address: P.O. 675
Barley, Ga. 31515

Director: _____
Address: _____

Director: _____
Address: _____

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B. Officers:

President: Strickland Holloway Jr.

Address: 110 Thunder Trail
Eastman, Ga. 31024

Vice President: Jane's L. Lott

Address: P.O. Box 675
Baxley, Ga. 31515

Secretary: Jane's L. Lott

Address: _____

Treasurer: Strickland Holloway Jr.

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

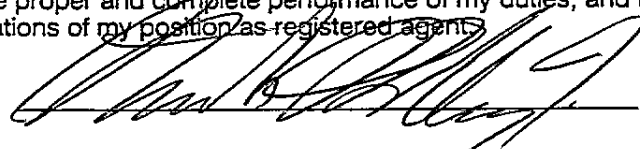
10. Name and Street address of Florida registered agent:

Name: Strickland Holloway Jr.
Office Address: 2082 Lents Road
Yulee, Florida 32097
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature:



12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Strickland Holloway Jr. President
(Name and capacity of person signing application)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9820368
EFFECTIVE DATE: 05/29/1998
COUNTY : PUTNAM
REFERENCE : 0045
PRINT DATE : 05/29/1998
FORM NUMBER : 311

STRICKLAND HOLLOWAY, JR.
1127 LAKE OCONEE PARKWAY
EATONTON, GA 31024

CERTIFICATE OF INCORPORATION

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

AMELIA ISLAND VENTURES, INC.
A DOMESTIC PROFIT CORPORATION

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

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