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STUART, FL 34994  
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PROSECUTOR  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 998156 80852A

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : June 24, 1996

ORDER TIME : 12:14 PM

ORDER NO. : 998156

CUSTOMER NO: 80852A

CUSTOMER: Pam Phelps, Legal Asst  
WAXLER & SMITH

73 South West Flagler Avenue

Stuart, FL 34994

DOMESTIC FILING

NAME: COTTONWOOD CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

*JG 6/24/96*

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RECEIVED  
JUN 24 1996  
11:10

ARTICLES OF INCORPORATION

-OF-

COTTONWOOD CORP.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of this corporation shall be COTTONWOOD CORP.

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the Laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

#### ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of \$1.00 par value.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$1,000.00.

#### ARTICLE V

The existence of this corporation shall be perpetual. Commencement of corporate existence shall be upon the filing of the Articles of Incorporation.

#### ARTICLE VI

The principal office of this corporation shall be located at 4500 S.W. Boat Ramp Road, Palm City, Florida 34990.

#### ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation are:

Larry Murphy  
4500 S.W. Boat Ramp Road  
Palm City, Florida 34990

#### ARTICLE VIII

The registered agent and registered office for this corporation are:

Larry Murphy  
4500 S.W. Boat Ramp Road  
Palm City, Florida 34990

#### ARTICLE IX

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

#### ARTICLE X

The name and address of the incorporator to these Articles of Incorporation is:

Larry Murphy  
4500 S.W. Boat Ramp Road  
Palm City, Florida 34990

#### ARTICLE XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Larry Murphy                      President/Treasurer/Secretary

#### ARTICLE XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ARTICLE XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

DATED this 21st day of June, 1996.

  
LARRY MURPHY


IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

  
LARRY MURPHY

STATE OF FLORIDA)  
COUNTY OF MARTIN)

I HEREBY CERTIFY that on this day, the foregoing instrument was acknowledged before me by LARRY MURPHY, who is personally known to me, and who executed these Articles of Incorporation, and they acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Stuart, Martin County, Florida, this 21st day of June, 1996.

  
Print Name: Pamela A. Phelps  
NOTARY PUBLIC  
My Commission Expires:

(Notary Seal)

