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ACCOUNT NO. : 072100000032

REFERENCE : 498396 9955A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 122.50

SECRETARY OF STATE'S  
DIVISION OF CORPORATIONS  
97 AUG 15 PM 1:15

ORDER DATE : August 15, 1997

ORDER TIME : 10:50 AM

ORDER NO. : 498396-010

000002268480--7

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey  
CHIUMENTO BRAUNSTEIN GUNTARP  
& EMERY, P.A.  
Suite B  
4 Old Kings Road North  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: CYPRESS POINT INVESTORS, INC.

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: Daniel W Leggett

EXAMINER'S INITIALS: \_\_\_\_\_

*SP  
8/15*

97 AUG 15 PM 12:20  
RECEIVED

ARTICLES OF INCORPORATION  
of  
CYPRESS POINT INVESTORS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 15 PM 1:15

The undersigned subscribers of 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. NAME

The name of this corporation is:

CYPRESS POINT INVESTORS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to construct and operate an office building; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 300 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

**ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is THIRTY DOLLARS.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. ADDRESS**

The street and mailing address of the initial principal office of this corporation in the State of Florida shall be 29 Cheyenne Court, Palm Coast, FL 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII. DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

**ARTICLE VIII. INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Anthony Stagliano	29 Cheyenne Court Palm Coast, FL 32137

**ARTICLE IX. SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each

agrees to take, and the value of the consideration thereof:

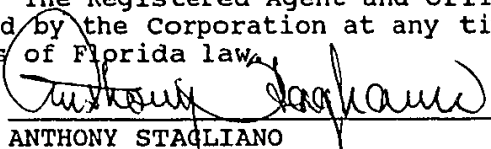
<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Anthony Stagliano	29 Cheyenne Court Palm Coast, FL 32137	200	\$ 20.00
Michael Dillard	35 Cleveland Court Palm Coast, FL 32137	100	\$ 10.00

**ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE XI. REGISTERED AGENT AND OFFICE**

The registered agent and office for this corporation shall be Paul M. Guntharp, Jr., Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.

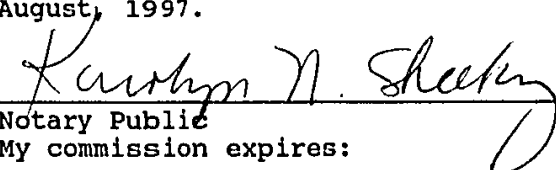
  
\_\_\_\_\_  
ANTHONY STAGLIANO

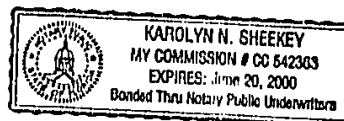
  
\_\_\_\_\_  
MICHAEL DILLARD

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ANTHONY STAGLIANO and MICHAEL DILLARD, to me personally known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation. Declarants are personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 14 day of August, 1997.

  
\_\_\_\_\_  
Notary Public  
My commission expires:



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

FILED STATE  
SECRETARY OF CORPORATIONS  
97 AUG 15 PM 1:18

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT CYPRESS POINT INVESTORS, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT 29 CHEYENNE COURT, PALM COAST,  
FLORIDA 32137, HAS NAMED PAUL M. GUNTARP, JR., ESQUIRE, 4 OLD  
KINGS ROAD NORTH, SUITE B, STATE OF FLORIDA, 32137 AS ITS  
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.


  
ANTHONY STAGLIANO

DATE: 8-14-, 1997

  
MICHAEL DILLARD

DATE: 8/14, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
PAUL M. GUNTARP, JR.  
REGISTERED AGENT

DATE: August 14, 1997