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November 18, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Mid-Atlantic Land & Capital Corporation,
A Florida corporation
Articles of Incorporation

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****122.50 ****122.50

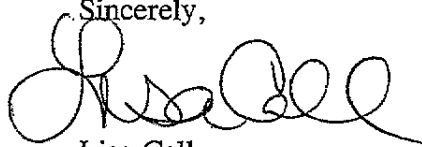
Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation for Mid-Atlantic Land & Capital Corporation . I have also enclosed check number 5088 made payable to the Secretary of State in the amount of \$122.50 for the filing fee.

I would ask that you file the Articles of Incorporation at your earliest convenience and return the certified copy to me at the above address.

Thank you for your prompt attention to this matter.

Sincerely,



Lisa Call

Enclosures

cc: Mr. Ronald E. Hamson, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
MID-ATLANTIC LAND & CAPITAL CORPORATION**

ARTICLE I. NAME

The name of the corporation is Mid-Atlantic Land & Capital Corporation.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The initial mailing address for the corporation Post Office Box 249, Ponte Vedra Beach, Florida 32004.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 10,000 shares. The corporation shall have one class of stock.

ARTICLE IV. REGISTERED AGENT

The name of the initial registered agent of the corporation is Ronald E. Hamson, 38 Phillips Avenue, Ponte Vedra Beach, FL 32082. The acceptance of the registered agent is attached to these Articles of Incorporation.

ARTICLE V. INCORPORATOR

The name and address of the person signing these articles of incorporation as a subscriber and incorporator is Ronald E. Hamson, 38 Avenue Highway, Ponte Vedra Beach, FL 32082.

ARTICLE VI. DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these Articles of Incorporation or hereafter amended.

ARTICLE VII. PURPOSE

The purpose of the corporation is to provide real estate brokerage and development services; to operate, manage, improve, repair, rent, lease, own, acquire, sell, assign, mortgage, and otherwise deal in real property and its appurtenances; and for any other lawful business purpose.

ARTICLE VIII. CORPORATE STATUS

The corporation intends to file an election with the Internal Revenue Service establishing itself as a subchapter "S" corporation.

ARTICLE IX. NUMBER OF STOCK HOLDERS

The corporation shall have no more than 35 shareholders, or such other number as allowed by law and Internal Revenue Service code, to maintain its status as a subchapter "S" corporation.

ARTICLE X. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

ARTICLE XI. INITIAL BOARD OF DIRECTORS AND OFFICERS

The corporation will have no initial board of directors. The corporation shall be governed by a board of director as defined and established in the by-laws. The initial president of the corporation shall be Ronald E. Hamson.

ARTICLE XII. BYLAWS

The incorporator will submit the proposed bylaws not more than 90 days following the issuance of the Certificate of Incorporation.

ARTICLE XIII. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the

shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

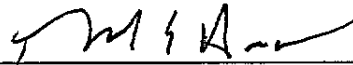
ARTICLE XIV. INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XV. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS HEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation on this 17 day of November, 1997.



Ronald E. Hamson
Incorporator/Registered Agent

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

In compliance with Sections 48.091, 607.034, 607.0501, and 617.0501, Florida Statutes, the following is submitted:

FIRST that Ronald E. Hamson, desiring to organize or qualify under the laws of the State

of Florida, with its principal place of business at Post Office Box 249, Ponte Vedra Beach, Florida 32004 has named Ronald E. Hamson, located at 38 Phillips Avenue, Ponte Vedra Beach, Jacksonville, FL 32082, as its agent to accept service of process within Florida.

Dated: 11-17-97

Ronald E. Hamson
RONALD E. HAMSON
Incorporator

ACKNOWLEDGEMENT:


Having been named to accept service of process for the above named 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 performance of my duties.

By *Ronald E. Hamson*
RONALD E. HAMSON

**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald E. Hamson, known to be 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, CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED, on pages 3 and 4 of the Articles of Incorporation of Ronald E. Hamson.

17th IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this day of November, 1997.

Nancy F. Williams
NOTARY PUBLIC, State of Florida
Commission No. _____ Nancy F. Williams
Personally Known  My Commission CC624770
Produced I.D. _____ Expires February 25, 2001
Type of I.D. _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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