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DANIEL B. KUNN, JR.
F. OTT O. SCHILDERS
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

October 24, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: St. Johns Trading Plaza Association, Inc.

700001986357--3
-10/25/96--01057--010
****122.50 ****122.50

Gentlemen:

Enclosed are the Articles of Incorporation of St. Johns Trading Plaza Association, Inc. together with our check in the amount of \$122.50 for the filing fees and a certified copy of the articles.

Sincerely,


Lynda R. Aycock

LRA:eh
Enclosures

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DIVISION OF CORPORATIONS
95 OCT 25 AM 11:42

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 25 AM 11:02

ARTICLES OF INCORPORATION
ST. JOHNS TRADING PLAZA ASSOCIATION, INC.

The undersigned hereby forms a Florida corporation not for profit under and pursuant to the following Articles of Incorporation:

ARTICLE I
NAME AND DEFINITIONS

The name of the corporation shall be: ST. JOHNS TRADING PLAZA ASSOCIATION, INC.. All terms defined in the Declaration of Covenants, Restrictions and Reciprocal Easements for St. Johns Trading Plaza recorded in the public Records of St. Johns County, Florida shall have the same meanings when used in these Articles.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 9250 Baymeadows Road, Jacksonville, Florida 32256, or at such other place as the Board of Directors may from time to time designate.

ARTICLE III
REGISTERED AGENT

Claude Smith, Jr., whose address is 9250 Baymeadows Road, Jacksonville, Florida 32256, is hereby appointed the initial registered agent of the Association.

ARTICLE IV
PURPOSES AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members and is formed to provide for the maintenance of the Driveways, Stormwater Management System, Retention Pond and for such other purposes as are prescribed by the Declaration.

The Association shall exercise all of the powers and privileges and perform all the duties and obligations of the Association as set forth in the Declaration applicable to the Lots and as amended from time to time, the Declaration being incorporated herein by reference. In addition, the Association shall exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit corporation laws of the State of Florida may now or hereafter have or exercise.

Until such time as the Stormwater Management System is operated by a governmental agency, the Association shall operate, maintain and manage the Stormwater Management System(s) in a manner consistent with the St. Johns River Water Management District permit no. 42-109-0437 and 42-109-0437M requirements and applicable District rules and shall assist in the enforcement of the Restrictions contained herein.

So long as the Stormwater Management System is operated by the Association, the Association shall levy and collect adequate assessments against members of the Association for the cost of the maintenance, repair and operation of the Stormwater Management Systems. Such assessments shall be levied for and such maintenance, repair and operation shall include but not be limited to work within the Retention Pond, Stormdrain Easement, and drainage structures within the Driveways.

ARTICLE V MEMBERSHIP AND VOTING RIGHTS

(a) Membership. The Owners of the Trading Lot, ABC Lot, and McDonalds Lot shall be members of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

If two or more persons are the joint owners of a Lot, only one of such persons, who shall be designated by all of such joint owners, shall exercise the rights of such Owner. If a corporation, trust, partnership or other legal entity owns such Lot, only one of its officers, trustees, partners or other authorized representatives to be designated from time to time by such owner shall exercise the rights of such Owner. Whenever an Owner or the entity or entities which he, she or it represents shall cease to a Lot, the membership of such Owner automatically shall terminate without action on the part of this corporation.

(b) Voting Rights. Each member of the Association shall have one vote.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of three directors. The names and addresses of the initial Board of Directors is:

Sue B. Tredinick, for
St. Johns Trading Company, Inc.
Owner of the Trading Lot

9250 Baymeadows Road, Suite 400
Jacksonville, Florida 32256

Bob Cox, for
ABC Liquors, Inc.,
Owner of Parcel ABC Lot

1631 University Blvd.
Jacksonville, Florida 32216

Lenny Klink, for
McDonalds Corporation
Owner of the McDonalds Lot

38 Hope Street
St. Augustine, Florida 32084

The Owner of the Trading Lot, ABC Lot, and McDonalds Lot shall each designate a board member. If a Lot is sold or conveyed, the person designated by the Owner of the Lot shall automatically be a Board Member and the prior Owner of the Lot shall no longer be a Board Member. If a corporation, partnership, or other legal entity owns such Lot, only one of its officers or partners or other authorized representatives designated by such owner shall exercise the rights of such entity and serve as its representative on the Board.

ARTICLE VII DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval of dissolution pursuant to Section 617.05, Florida Statutes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027 F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

In the event that a governmental agency adopts and establishes a master drainage plan for a designated region of the geographic area subject to the jurisdiction of the applicable governmental entity and pursuant to such plan undertakes the maintenance of Stormwater drainage facilities in such area, in such event and to the extent provided in the enabling legislation, the Association shall have the right at any time, without the consent or the joinder of any Owner, to convey its interest in the Stormwater Management System for the subdivision to the applicable governmental entity for maintenance.

ARTICLE VIII EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE IX AMENDMENTS

Amendment of these Articles or the Declaration shall require the assent of all of the members.

ARTICLE X OFFICERS

The officers of the Association who shall serve until the first election of their successors are as follows:

President	Sue B. Tredinick
Vice President and Treasurer	Bob Cox
Secretary	Lenny Klink

The officers of the Association shall be elected and shall serve for the term as prescribed by the Bylaws. The Board, by resolution, may create such officers as determined necessary for the operation of the Association.

ARTICLE XI BYLAWS

The Board shall adopt Bylaws consistent with these Articles. The Bylaws may be amended by the Board.

ARTICLE XII SUBSCRIBERS

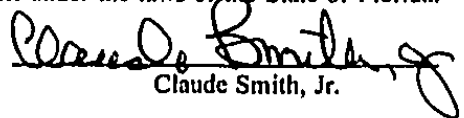
The name and address of the subscriber to these Articles is:

Claude Smith, Jr.
9250 Baymeadows Road,
Jacksonville, Florida 32256

ARTICLE XIII CONFLICT

In the event of any conflict between these Articles and the Bylaws, the Articles shall control and prevail and in the event of a conflict between these Articles and the Declaration, the Declaration shall control and prevail.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 21 day of August, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

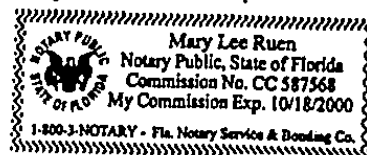

Claude Smith, Jr.

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 21st day of October, 1996, by Claude Smith, Jr.



Notary Public, State of Florida

My Commission Expires:



ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provision of law relating to keeping said office open.


Claude Smith, Jr.

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SECRETARY OF CORPORATIONS
95 OCT 25 PM 11:42