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St. Andrews
Waterfronts Florida Partnership

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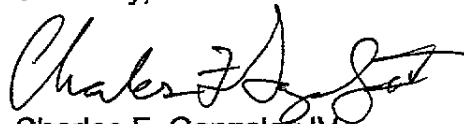
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

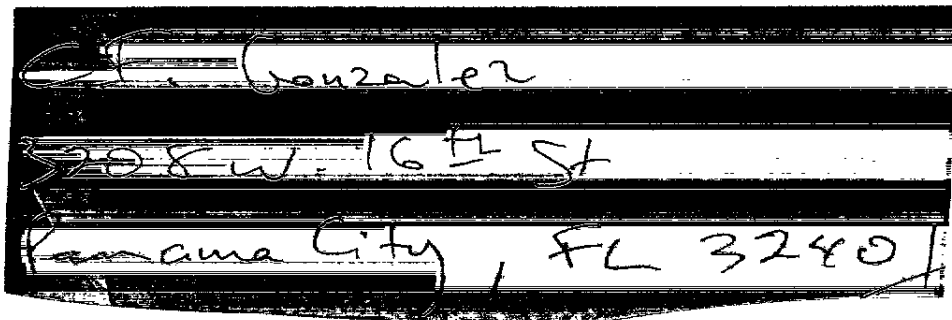
Re: St. Andrews Waterfront Partnership

To Whom It May Concern:

Enclosed are two original applications and transmittal letters for the referenced organization. Please contact me at (850) 784-6171 or 872-9527 if you have any questions regarding this application.

Sincerely,


Charles F. Gonzalez IV
Chairman



FILED
98 MAY 26 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 5/28/98

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

St. Andrews Waterfront Partnership, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1900 West 11th Street
Panama City, FL 32401

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

The purpose of the St. Andrews Partnership is to revitalize the St. Andrews waterfront area by focusing on and encouraging beautification and enhancement projects and encouraging business and government investment in the area.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

Initial members were appointed by the citizens of St. Andrews area involved in the St. Andrews Visioning Project. Subsequent members are appointed/accepted by nomination and majority vote of Partnership members.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

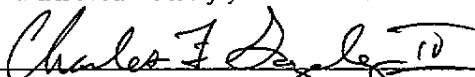
The name and Florida street address of the initial registered agent are:

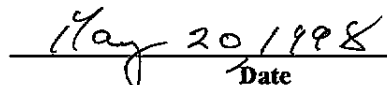
Charles F. Gonzalez IV, Chairman
3208 West 16th Street
Panama City, FL 32401

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Charles F. Gonzalez IV
3208 West 16th Street Phone 850 872-9527
Panama City, FL 32401

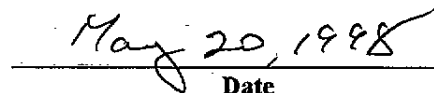

Signature/Incorporator


Date

(An additional article must be added if an effective date is requested.)

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


Signature/Registered Agent


Date

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TALLAHASSEE, FLORIDA