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EDMAN & HAMM REYER

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Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.**

**MILL POINT LANDING, INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION**

**OF**

**MILL POINT LANDING, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME**

The name of this corporation is MILL POINT LANDING, INC.

**ARTICLE II - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares."

**ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The address of the initial principal office of the corporation in the State of Florida is Post Office Box 27279, Panama City Beach, FL 32411, and the name of the initial registered agent is Thomas W. Ledman of Ledman, Hamm & Dreyer, P.A., whose address is 1007 Jenks Avenue, Panama City, FL 32401.

**ARTICLE V - MANAGEMENT BY SHAREHOLDERS**

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, any act of the shareholders

Thomas W. Ledman  
Florida Bar No.: 0023582  
Ledman, Hamm & Dreyer, P.A.  
1007 Jenks Avenue  
Panama City, FL 32401  
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representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be deemed an act of all the shareholders, except as otherwise provided for in the Bylaws or in any Shareholders Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the corporation business.

#### **ARTICLE VI – PREEMPTIVE RIGHTS**

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

#### **ARTICLE VII – INDEMNIFICATION**

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

#### **ARTICLE VIII – TERM OF EXISTENCE**

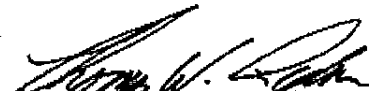
This corporation shall have perpetual existence and shall commence upon the filing of these Articles of Incorporation.

#### **ARTICLE IX – INCORPORATOR**

The name of the person signing these Articles is Thomas W. Ledman, whose address is 1007 Jenks Avenue, Panama City, FL 32401.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 17<sup>th</sup> day of January 2000.

  
Thomas W. Ledman

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Mill Point Landing, Inc., was acknowledged  
before me this 19<sup>th</sup> day of January 2000, by Thomas W. Ledman, who (notary must check  
applicable box)

X is personally known to me.  
\_\_\_\_\_ produced a current Florida driver's license as identification.  
\_\_\_\_\_ produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC  
Print Name MICHELLE R. BOOTH  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



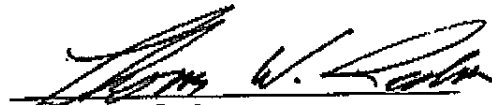
Michelle R. Booth  
MY COMMISSION # CC755167 EXPIRES  
June 29, 2002  
BONDED THRU TROY FARM INSURANCE, INC.

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**STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT  
OF  
MILL POINT LANDING, INC.**

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 19<sup>th</sup> day of January 2000.

  
Thomas W. Ledman

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