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KELVIN CLYDE WELLS

January 19, 2000

*BOARD CERTIFIED CRIMINAL TRIAL LAWYER
**ALSO ADMITTED IN ALABAMA AND WYOMING

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-1050

100003106541--9
-01/21/00--01079--005
*****78.75 *****78.75

Re: Articles of Incorporation

Dear Clerk:

You will please find enclosed an original and one copy of Articles of Incorporation for Carnathan Properties, Inc., along with our firm's check in the amount of \$78.75 for the filing.

Please conform the enclosed copies and return them to us as soon as the filing has occurred. Please feel free to contact our office should you have any questions.

Yours very truly,

Pam Echternacht

Pamela R. Echternacht
Secretary for Walter J. Smith

FILED
00 FEB -9 11 12 AM '00
TALLAHASSEE, FLORIDA

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February 1, 2000

Shannon Thompson, Document Specialist
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

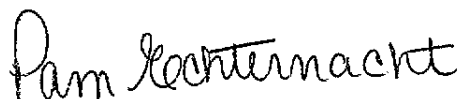
Ref #: W00000002427

Dear Ms. Thompson:

Pursuant to your letter dated January 27, 2000, you will please find enclosed the original and one copy of Articles of Incorporation for Carnathan Properties, Inc. The registered agent's address has now been corrected and is attached accordingly.

Please feel free to contact us should you have any other questions or concerns.

Yours very truly,



Pamela R. Echternacht
Secretary for Walter J. Smith



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 2000

PAMELA R. ECHTERNACHT
SMITH, GRIMSLEY, BAUMAN, PINKERTON
P.O. BOX 2379
FT. WALTON BEACH, FL 32549

SUBJECT: CARNATHAN PROPERTIES, INC.
Ref. Number: W00000002427

We have received your document for CARNATHAN PROPERTIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 400A00003937

ARTICLES OF INCORPORATION
OF
CARNATHAN PROPERTIES, INC.

00 FEB -3 PM 12:36
TALLAHASSEE FL 32301

Article I - Name

The name of this corporation is Carnathan Properties, Inc.

Article II - Duration

This corporation shall exist perpetually, commencing on the date of filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 6,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Principal Office, Registered Agent, Acceptance

The street address of the initial principal office of this corporation is 1339 Green Acres Boulevard, Fort Walton Beach, FL 32547, and the name of the initial registered agent of this corporation at that address is JoEllen Carnathan, who states that she is familiar with and accepts the duties and responsibilities as registered agent for said corporation and her signature appears hereafter.

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

JoEllen Carnathan
369 Canterbury Circle
Fort Walton Beach, FL 32547

Article VIII - Incorporators

The name and address of the person signing these Articles is as follows:

JoEllen Carnathan
369 Canterbury Circle
Fort Walton Beach, FL 32547

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

Article X - Shares of Stock

Shares of capital stock of this corporation shall be issued initially to the following people and in the amount set opposite their name:

JoEllen Carnathan 1,000 shares

Article XI - Indemnification

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

Article XIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the

shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

Article XIV - Tax Article

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 19th day of January, 2000.

Jo Ellen Carnathan
JOELLEN CARNATHAN

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, this 19th day of January, 2000, personally appeared JOELLEN CARNATHAN who is personally known to me and who did not take an oath.

Betty C. Burkett
Notary Public
My Commission Expires:

Prepared by:
WALTER J. SMITH
Smith, Grimsley, Bauman, Pinkerton
Petermann and Wells
Post Office Box 2379
Fort Walton Beach, FL 32549



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

00 FEB - 3 2000

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That CARNATHAN PROPERTIES, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named JoEllen Carnathan, 1339 Green Acres Boulevard, Fort Walton Beach, FL 32547 as its agent to accept service of process for the above-named corporation at the place designated in this Certificate.

SECOND: 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.

Jo Ellen Carnathan
JOELLEN CARNATHAN
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me by JOELLEN CARNATHAN who is personally known to me, and who did not take an oath, this 31st day of January, 2000.

Betty C. Burkett
Notary Public
My Commission Expires:

