

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000629433

12 Development, Inc.

100003179991--8

-03/22/00--01053--023

*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Council	

FILED
00 MAR 22 PM 12:14
SECRET
TALLAHASSEE, FLORIDA

RECEIVED
00 MAR 22 AM 10:54
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

3/22/00 10:04

MAR 22 2000

ARTICLES OF INCORPORATION
OF

T2 DEVELOPMENT, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act and providing for the formation, rights, and privileges of corporations for profit, hereby adopts the following Articles of Incorporation for such corporation;

ARTICLE I
NAME

The name of the corporation shall be **T2 DEVELOPMENT, INC.**, and its principal place of business shall be in the county of Okaloosa, Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the Board of Directors.

ARTICLE II
DURATION

The period of duration for this Corporation is perpetual.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in the business of real estate development and any other business as permitted under the laws of the United States and the State of Florida, and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein set forth.

ARTICLE IV
CAPITAL STRUCTURE

The corporation shall have authority to issue one thousand (1000) shares of common stock, all of one class, one dollar (\$1.00) par value per share.

FILED
00 MAR 22 PM 12:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

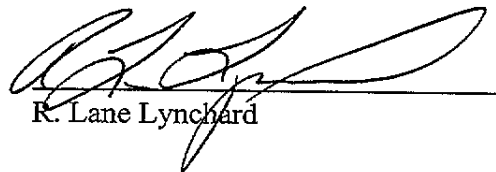
ARTICLE V
PRINCIPAL OFFICE

The principal office of this Corporation shall be located in Destin, Okaloosa County, Florida, and the post office address of said principal office of the Corporation shall be 319 Stillwater Cove, Destin, Florida 32541. The mailing address shall be the same.

ARTICLE VI
INITIAL REGISTERED OFFICE

The street address of the initial Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of the initial Registered Agent at said address is R. Lane Lynchard.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.


R. Lane Lynchard

ARTICLE VII
BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors, subject to the By-Laws of the Corporation. The number of directors constituting the initial Board of Directors, who shall hold office until their successors are elected and have qualified, is two whose names and addresses are:

<u>Name</u>	<u>Address</u>
Tim Wooten	319 Stillwater Cove, Destin, Florida 32541
Tim Kirby	319 Stillwater Cove, Destin, Florida 32541

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is:

Name
Tim Wooten

Address
319 Stillwater Cove, Destin, Florida 32541



Signature of Incorporator

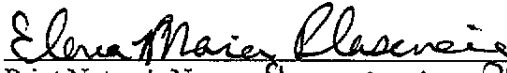
STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared Tim Wooten, who produced _____ as identification or who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin in said County and State this 17 day of March, 2000.



Elena Maria Plasencia
MY COMMISSION # CC692051 EXPIRES
October 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


Print Notary's Name: Elena Maria Plasencia
Notary Public, State of Florida

FILED
00 MAR 22 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA