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ACCOUNT NO. : 072100000032

REFERENCE : 646750 4732152

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 PM 4:08

ORDER DATE : March 31, 2000

ORDER TIME : 2:36 PM

ORDER NO. : 646750-005

9000003192479--9

CUSTOMER NO: 4732152

CUSTOMER: Ms. Tristan Hoffman
GARTNER BROCK & SIMON
GARTNER BROCK & SIMON
Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: LOCKWOOD FREELAND COMMERCIAL
REALTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 MAR 31 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

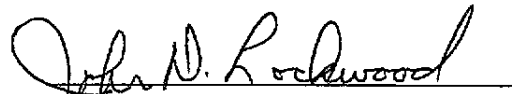
J. A. Pizeto

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WAIVER AND CONSENT

00 MAR 31 PM 4: 08

The following persons, being all the directors of the corporation, hereby waives notice as to the time, place and purpose of the meeting of the Board of Directors of the corporation held on March 31, 2000, and consents to all actions taken at such meeting.


John D. Lockwood, Director


Barbara A. Freeland, Director


Robert C. Freeland, Director

EFFECTIVE DATE

3/28/00

ARTICLES OF INCORPORATION

OF

LOCKWOOD FREELAND COMMERCIAL REALTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 31 PM 4: 08

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is LOCKWOOD FREELAND COMMERCIAL REALTY, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4521 Atlantic Boulevard, Jacksonville, Florida 32207, and the name of the initial registered agent of the corporation at that address is John D. Lockwood. The principal office address and the registered office address are the same.

ARTICLE VI

Directors

This corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>STREET ADDRESS</u>
John D. Lockwood	President	4521 Atlantic Boulevard Jacksonville, Florida 32207
Barbara A. Freeland	Vice President/ Secretary	4521 Atlantic Boulevard Jacksonville, Florida 32207
Robert C. Freeland	Treasurer	4521 Atlantic Boulevard Jacksonville, Florida 32207

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is John D. Lockwood at 4521 Atlantic Boulevard, Jacksonville, Florida 32207.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 28 day of March, 2000.


John D. Lockwood, Incorporator

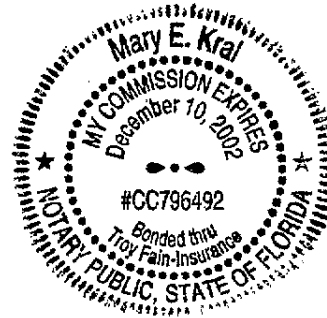
STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28 day of March, 2000, by John D. Lockwood, who is either (✓) personally known to me or () has produced _____ identification.

Mary E. Kral
Name: MARY E. KRAL
Notary Public, State of Florida
at Large.

My Commission Expires: 12/10/02

(Notarial Seal)



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 PM 4:08

In compliance with Section 48.091, Florida Statutes, the following is submitted:

LOCKWOOD FREELAND COMMERCIAL REALTY, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named John D. Lockwood, located at 4521 Atlantic Boulevard, Jacksonville, Florida 32207, as its agent to accept service of process within the State of Florida.


John D. Lockwood

Dated: 3-28, 2000

Having been named to accept service of process for the above stated 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 and complete performance of my duties.


John D. Lockwood

Dated: 3-28, 2000