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Law Offices of
Cooper Ridge & Beale
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Almer W. Beale, II
(1949 - 1999)

July 31, 2000

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*****122.50 *****78.75

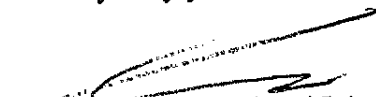
Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 323914

Gentlemen:

Please file the enclosed Articles of Incorporation of Spiller Southside Company, returning one copy to me.

A check in the amount of \$122.50 is enclosed.

Very truly yours,


C. A. (Kim) White, ALA

Enclosures

FILED
03 AUG - 3 AM 11:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

gk 8/8

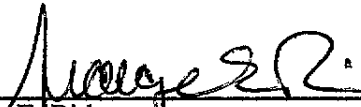
**ARTICLES OF INCORPORATION
OF
SPILLER SOUTHSIDE COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator under the Florida General Corporation Act, adopts the following Articles of Incorporation:

1. **NAME.** The name of this corporation is SPILLER SOUTHSIDE COMPANY
2. **DURATION AND COMMENCEMENT OF EXISTENCE.** This corporation shall exist perpetually. The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation with the Secretary of State of Florida.
3. **PURPOSE.** The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States of America.
4. **CAPITAL STOCK.** The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of no par value common stock.
5. **PRINCIPAL OFFICE.** The principal office of the corporation is located at 137 Bristol Place, Ponte Vedra Beach, Florida 32082.
6. **REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of the corporation is 1200 SunTrust Bank Building, 200 West Forsyth Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at such address is George E. Ridge.
7. **DIRECTORS.** The initial board of directors consists of Jonathan M. Spiller, whose addresses is 137 Bristol Place, Ponte Vedra Beach, Florida 32082, and Marilyn Spiller, whose address is 137 Bristol Place, Ponte Vedra Beach, Florida 32082.
8. **INCORPORATOR.** The name of the sole incorporator is George E. Ridge, 1200 SunTrust Bank Building, 200 West Forsyth Street, Jacksonville, Florida 32202.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of July, 2000.



George E. Ridge
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31st day of July, 2000, by George E. Ridge, who is personally known to me and who did not take an oath.



Printed name: LAURA I. DEJESUS
My commission expires: NOV 27, 2002
Commission # CC776078
NOTARY PUBLIC
STATE OF FLORIDA
BONDED THROUGH
ADVANTAGE NOTARY

**CERTIFICATE DESIGNATING THE REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
AND NAMING THE REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

SPILLER SOUTHSIDE COMPANY, in compliance with Chapter 607.0501, Florida Statutes, and desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 1200 SunTrust Bank Building 200 West Forsyth Street, Jacksonville, Florida 32202, has named George E. Ridge as its registered agent to accept service of process within the State of Florida at its registered office.

ACKNOWLEDGMENT

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 to comply with the provision of said statute relative to keeping said office open from 10:00 A.M. to 12:00 noon each day except Saturdays, Sundays and legal holidays; and, further, that I am familiar with, and accept, the obligations set forth under Section 607.1507, Florida Statutes.


George E. Ridge
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA