



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 801567 41001A

AUTHORIZATION : *Patricia K...*

COST LIMIT : \$ 78.75

ORDER DATE : August 17, 2000

ORDER TIME : 11:02 AM

ORDER NO. : 801567-005

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch
The St. Joe Company

Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 17 PM 12:53

DOMESTIC FILING

NAME: ST. JOE MERGER SUB COMPANY

200003360722--5

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1169

EXAMINER'S INITIALS:

RECEIVED
00 AUG 17 PM 11:39
DIVISION OF CORPORATIONS

EFFECTIVE DATE

8/16/00

ARTICLES OF INCORPORATION

OF

ST. JOE MERGER SUB COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 17 PM 12:53

Pursuant to the requirements set forth within Chapter 607 of the Florida Business Corporation Act, the undersigned, being a natural person, does hereby act as the incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation (hereinafter referred to as the "Company") shall be St. Joe Merger Sub Company.

ARTICLE II

The existence of the Company shall begin on the date of acknowledgment of these articles of incorporation.

ARTICLE III

The street address of the principal office of the Company is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE IV

The Company is authorized to issue 10,000 shares, all of which shall be Common Shares at no par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Company's registered office is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207. The initial registered agent for the Company at that address is Lawrence Paine.

ARTICLE VI

The name and street address of the person signing these articles of incorporation is Lawrence Paine, 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE VII

The Company shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 16th day of August, 2000.



Lawrence Paine

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for St. Joe Merger Sub Company at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date: August 16, 2000



Print Name: Lawrence Paine

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OFFICE OF CORPORATIONS
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