

P00000086911

MARSHALL E. WOOD, P.A.

Attorney at Law

SUITE 100, ALLAN BUILDING

303 CENTRE STREET

FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666

FAX # 904/277-6611

September 7, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
00 SEP 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Galleria Management Company, Inc.

Dear Sirs:

With regard to the above mentioned, enclosed please find the Articles of Incorporation along with a check in the amount of \$70.00 for filing fees. Please file these articles and forward confirmation to us at the above address.

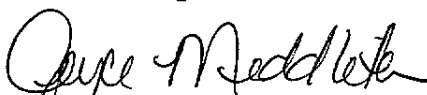
Thank you for your assistance and if you have any questions, please do not hesitate to call.

700003388127--0

-09/11/00--01089--004

*****70.00 *****70.00

Sincerely,



Joyce Middleton

Assistant to Marshall E. Wood

/jm
enclosures

gk9/13

ARTICLES OF INCORPORATION
OF
GALLERIA MANAGEMENT COMPANY, INC.

FILED
00 SEP 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

GALLERIA MANAGEMENT COMPANY, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is One Thousand (1,000) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 5265 Village Way, Fernandina Beach, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial director, who shall hold office for the first year of corporate existence or until their successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Joy H. Galphin	5265 Village Way Fernandina Beach, FL 32034
W.N. Galphin	5265 Village Way Fernandina Beach, FL 32035

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: Joy H. Galphin, 5265 Village Way, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The name and post office addresses of the officer who shall hold office for the first year of corporate existence or until his successor is elected or appointed is:

NAME

OFFICE

Joy H. Galphin
5265 Village Way
Fernandina Beach, FL 32034

President

W.N. Galphin
5265 Village Way
Fernandina Beach, FL 32034

VicePresident/Secretary/Treasurer

ARTICLE X. REGISTERED AGENT

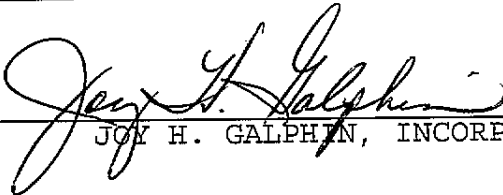
The name and address of the initial registered agent of this corporation is: Joy H. Galphin, 5265 Village Way, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. Each and every action

required to be voted upon and thereby approved by the
stockholders shall be approved by a majority vote of the
stockholders.

EXECUTED this 8TH day of September, 2000.


JOY H. GALPHIN, INCORPORATOR

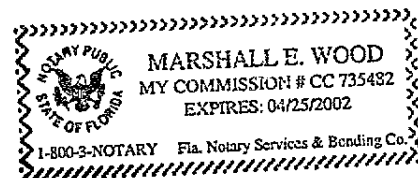
STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this
8TH day of September, 2000, by JOY H. GALPHIN, who is
personally known to me or who presented personally known
as identification and who did take an oath.


Name: **MARSHALL E. WOOD**
Notary Public, State of Florida

My Commission Expires:



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
GALLERIA MANAGEMENT COMPANY, INC.
2. The name and address if the registered agent and office is:

JOY H. GALPHIN
(Name)
5265 Village Way
(P. O. Box not acceptable)

Fernandina Beach, FL 32034
(City/State/Zip)

Signature Joy H. Galphin
(corporate officer)

Title INCORPORATOR

Date September 8, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Joy H. Galphin

Date September 8, 2000

Registered Agent Filing Fee: \$35.00

FILED
00 SEP 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA