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Harry A. Jones
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11 A. Max Brewer Parkway
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September 27, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: Harbor Towne of Titusville, Inc.

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-10/02/00--01087--007
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Harry A. Jones

Harry A. Jones

HAI/re
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HARBOR TOWNE OF TITUSVILLE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: HARBOR TOWNE OF TITUSVILLE, INC. The principal place of business shall be: 11 A. Max Brewer Parkway, Titusville, FL 32796, and the mailing address of the corporation shall be: P. O. Box 6447, Titusville, FL 32782-6447.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is Harry A. Jones, 11 A. Max Brewer Parkway, Titusville, FL 32796. The stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VII

The names and addresses of the initial officers are:

NAME	ADDRESS	OFFICE
Harry A. Jones	11 A. Max Brewer Parkway Titusville, FL 32796	President/Sec'y

ARTICLE VIII

The name and address of the subscriber to the Certificate of Incorporation is as follows:

NAME	ADDRESS
Harry A. Jones	11 A. Max Brewer Parkway Titusville, FL 32796

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 26th day of September, 2000.

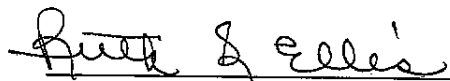


Harry A. Jones

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared HARRY A. JONES, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 26th day of Sept., 2000.



Notary Public, State of Florida

My Commission Expires



Ruth S. Ellis
MY COMMISSION # CC654443 EXPIRES
July 9, 2001
BONDED THRU TROY RAIN INSURANCE, INC.

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
HARBOR TOWNE OF TITUSVILLE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.0501, the undersigned as President of HARBOR TOWNE OF TITUSVILLE, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 11 A. Max Brewer Parkway, Titusville, FL 32796 and the name of the initial registered agent of this Corporation at that address is HARRY A. JONES.

DATED this 26th day of September, 2000.



Harry A. Jones, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of HARBOR TOWNE OF TITUSVILLE, INC., at the initial registered office of the Corporation at 11 A. Max Brewer Parkway, Titusville, FL 32796



Harry A. Jones