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ACCOUNT NO. : 072100000032

REFERENCE : 869716 128416A

AUTHORIZATION :

*Patricia Pizot*

COST LIMIT : \$ 78.75

ORDER DATE : October 19, 2000

ORDER TIME : 3:56 PM

ORDER NO. : 869716-005

CUSTOMER NO: 128416A

CUSTOMER: Ms. Patsy Hite  
Montgomery Land Company

Suite 9  
9440 Phillips Highway  
Jacksonville, FL 32211

700003432957--6

DOMESTIC FILING

NAME: WESTPORT BAY - MLC, INC.

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: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

*cp* 10/20/00

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 19 PM 4:40  
TRADING OFFICE  
OFFICE OF FILING

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 19 PM 4:45

**ARTICLES OF INCORPORATION  
OF  
WESTPORT BAY - MLC, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 19 PM 4:45

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

**ARTICLE I**

**Name**

**Section 1.1**      **Name.** The name and address of the Corporation shall be Westport Bay - MLC, Inc., 9440 Phillips Highway, Suite 9, Jacksonville, Fl 32256.

**ARTICLE II**

**Duration**

**Section 2.1**      **Duration.** This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**Purposes**

**Section 3.1**      **Purposes.** This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**Capital Stock**

**Section 4.1**      **Authorized Capital.** The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**Section 4.2**      **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.

**Section 4.3**      **Approval of Shareholders Required for Merger.** The approval of a majority of the shareholders of this Corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

## ARTICLE V

### Initial Registered Office and Agent

Section 5.1      Name and Address.      The street address of the initial registered office of this Corporation is 9440 Phillips Highway, Suite 9, Jacksonville, Florida 32256 and the name of the initial registered agent of this Corporation is Mitchell R. Montgomery.

## ARTICLE VI

### Directors

Section 6.1      Number.      This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

Section 6.2      Initial Directors.      The name and street address of the first Board of Director of the Corporation is:

Mitchell R. Montgomery  
9440 Phillips Highway, Suite 9  
Jacksonville, Florida 32256

Section 6.3      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.

Section 6.4      Indemnification.      The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VII

### Bylaws

Section 7.1      Bylaws.      The initial Bylaws of this Corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal a Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Directors.

## ARTICLE VIII

### Incorporators

Section 8.1      Name and Address.    The name and address of the incorporator signing these articles is:

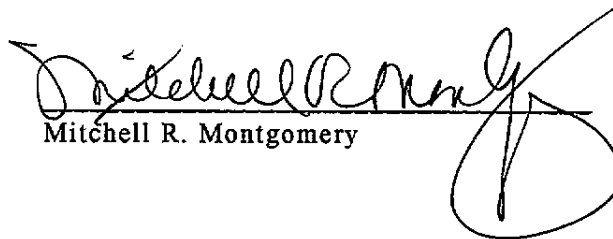
Mitchell R. Montgomery  
9440 Phillips Highway, Suite 9  
Jacksonville, Florida 32256

**ARTICLES IX**

**Amendment**

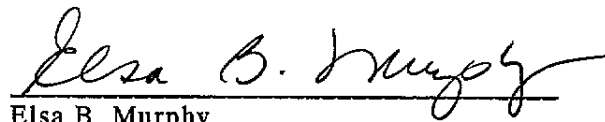
Section 9.1      Amendment.    This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the incorporator has subscribed her name to these Articles of Incorporation, this 11<sup>th</sup> day of October, 2000.

  
Mitchell R. Montgomery

STATE OF FLORIDA}  
COUNTY OF DUVAL}

The foregoing instrument was acknowledged before me this 11th day of October, 2000, by Mitchell R. Montgomery. He is personally known to me and he did not take an oath.

  
Elsa B. Murphy  
Notary Public, State of Florida

My Commission Expires:



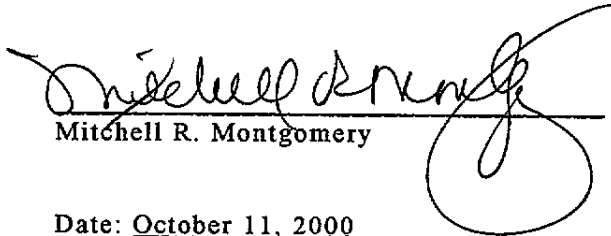
OFFICIAL SEAL  
ELSA B. MURPHY  
Notary Public - State of Florida  
Commission No. CC 709167  
My Commission Expires Feb. 9, 2002

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 19 PM 4:45

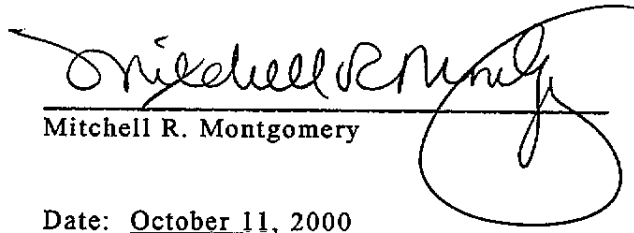
In compliance with Florida Statutes SS48.091 and 607.0501, the following is submitted:

Westport Bay - MLC , Inc.. desiring to organize or qualify under the laws of the State of Florida, hereby designates Mitchell R. Montgomery as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 9440 Phillips highway, Suite 9, Jacksonville, Florida 32256.

  
\_\_\_\_\_  
Mitchell R. Montgomery

Date: October 11, 2000

Having been named to accept service of process of the above state 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.

  
\_\_\_\_\_  
Mitchell R. Montgomery

Date: October 11, 2000