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01 JAN 10 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301

CONTACT: Darlene Ward, EXT. 1135

ACCOUNT #: 072100000032

REF#: 9601978

AUTHORIZATION:

Patricia Pignata

900003531569--7

COST LIMIT: \$78.75

ORDER DATE: 11/01/01

ENTITY NAME: OCEAN OAKS Development Company, Inc.

DOMESTIC FILING

FOREIGN FILING

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

QUALIFICATION

CERTIFICATE OF LLC

ARTICLES OF AMENDMENT

PLEASE RETURN

STAMPED COPY

CERTIFIED COPY

CERTIFICATE OF GOOD STANDING

RECEIVED
01 JAN 10 PM 12:59
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Patricia Pignata

ARTICLES OF INCORPORATION

FILED
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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

CLERK OF STATE
TALLAHASSEE, FLORIDA

1. **NAME AND ADDRESS OF CORPORATION:** The name of this corporation is: **OCEAN OAKS DEVELOPMENT COMPANY, INC.** The mailing address of the corporation is 3473 N. Oceanshore Blvd., Flagler Beach, Florida 32136.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 100 shares of stock, all of one class, at One Dollar (\$1.00) par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

TIMOTHY J. CONNER
1 Florida Park Dr., N., Ste. 110
Palm Coast, Florida 32137

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1) director.

The name and address of the initial director of this corporation is:

Derek V.H. Fowkes
3473 N. Oceanshore Blvd.
Flagler Beach, FL 32136

7. **INCORPORATOR:** The name and address of the Incorporator

signing these Articles of Incorporation is:

Timothy J. Conner, Attorney
Timothy J. Conner, P.A.
1 Florida Park Drive, North, Suite 110
Palm Coast, Florida 32137

8. **AMENDMENT OF ARTICLES**: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


9. **MEETINGS BY CONFERENCE TELEPHONE**: Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

10. **INDEMNIFICATION**: The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. **REMOVAL OF DIRECTORS**: At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

12. **INFORMAL ACTION OF DIRECTORS**: If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of JANUARY, 2001.



TIMOTHY J. CONNER
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.


STATE OF FLORIDA
TALLAHASSEE, FLORIDA




TIMOTHY J. CONNER,
Registered Agent

STATE OF FLORIDA }
 } SS:
COUNTY OF FLAGLER }
 }

The foregoing instrument was acknowledged before me this 8th day of Jan., 2001, by **TIMOTHY J. CONNER**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



NOTARY PUBLIC
My Commission Expires:

 Regina Gutierrez
My Commission CC645314
Expires May 08, 2001