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ANDREWS & DAVIS
ATTORNEYS AT LAW
THE PROFESSIONAL BUILDING
694 BALDWIN AVENUE, SUITE 1
DEFUNIAK SPRINGS, FLORIDA 32435

ANGUS G. ANDREWS
MARK D. DAVIS

TELEPHONE (850) 892-5837
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FILED
01 JAN 31 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 29, 2001

The Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

300003617653--2
-01/31/01--01047--011
*****78.75 *****78.75

Re: *A KINGDOM OF DREAMS, INC., and*
CHOCTAWHATCHEE BAY PINES, INC.

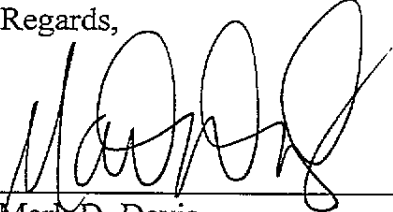
Dear Division of Corporation:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation of Acceptance of Registered Agent for A Kingdom of Dreams, Inc., and Chactawhatchee Bay Pines, Inc.

Two checks for \$78.75 each are enclosed for the filing fee and a certified copy of the articles for each.

Thank you for your prompt attention to this matter. If you have any questions or concerns, please do not hesitate to contact me.

Regards,


Mark D. Davis
ANDREWS & DAVIS

MDD.sjd
Enclosures

D. BROWN FEB - 1 2001 ✓

ORIGINAL

**ARTICLES OF INCORPORATION OF
CHOCTAWHATCHEE BAY PINES, INC.**

The undersigned, acting as incorporator of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE
NAME**

The name of the corporation shall be:

CHOCTAWHATCHEE BAY PINES, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The purpose or purposes for which this corporation is organized is:

To engage in any necessary and lawful business activity allowed by law.

**ARTICLE FOUR
TAX ORGANIZATION**

The Shareholders hereby elect to form a Subchapter S corporation as defined by the United States Code.

**ARTICLE FIVE
CAPITALIZATION**

The number of share of stock that this place corporation is to have outstanding at any one time is one hundred (100) and shall have no par value.

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The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361 (c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida. 32435; and the name of its initial registered agent at such address, is MARK D. DAVIS.

ARTICLE SEVEN DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The names and addresses of each person who is to serve as a member of the initial board of directors are:

ANGUS G. ANDREWS, JR.
P.O. BOX 405
DEFUNIAK SPRINGS, FLORIDA 32435

ARTICLE EIGHT INCORPORATOR

The name and address of incorporator is:

ANGUS G. ANDREWS, JR.
P.O. BOX 405
DEFUNIAK SPRINGS, FLORIDA 32435

ARTICLES NINE OFFICERS

The name and address of each officer is:

ANGUS G. ANDREWS, JR.
P.O. BOX 405
DEFUNIAK SPRINGS, FLORIDA 32435

President/Secretary

**ARTICLE TEN
SHARES**

The number of shares of stock as described in articles five above shall be distributed as follows:

ANGUS G. ANDREWS, JR. P.O. BOX 405 DEFUNIAK SPRINGS, FLORIDA 32435	100
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**ARTICLE ELEVEN
PRINCIPAL OFFICE**

The principal place of business is 694 Baldwin Avenue, Suite 2, DeFuniak Springs, Florida 32435 and the mailing address of this corporation is Post Office Box 405, DeFuniak Springs, Florida 32435.

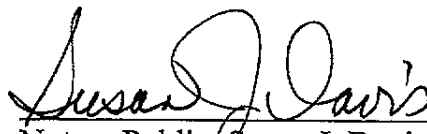
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 29th day of January, 2001.


ANGUS G. ANDREWS, JR.

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing was acknowledged before me this 29th day of January, 2001, by ANGUS G. ANDREWS, JR., who is personally known to me and who did not take an oath.

 Susan J Davis
My Commission CC700691
Expires December 7, 2001


Notary Public: Susan J. Davis
My Commission Expires: 12-7-2001

To: The Department of State
Tallahassee, Florida 32304

ORIGINAL

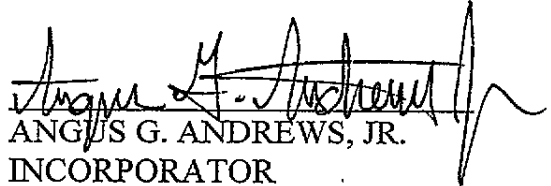
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

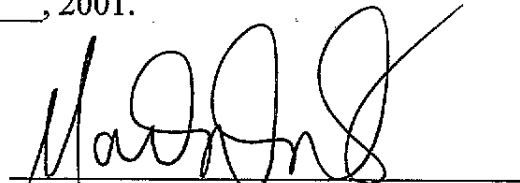
CHOCTAWHATCHEE BAY PINES, INC., with its place of business at 694 Baldwin Avenue, Suite 2, DeFuniak Springs, Florida 32433, has named Mark D. Davis, of ANDREWS & DAVIS located at 694 Baldwin Avenue, Suite 1, DeFuniak Springs, Florida, 32433 as its agent to accept service of process within Florida.

Dated this 29th day of January, 2001.


ANGUS G. ANDREWS, JR.
INCORPORATOR

Having been named to accept service of process for the above-stated 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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 29th day of January, 2001.


Mark D. Davis
ANDREWS & DAVIS