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TRANSMITTAL LETTER

FILED
01 AUG 24 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: FOURTH & MAGNOLIA DEVELOPMENT GROUP, INC.

Enclosed please find an original and one (1) copy of the Articles
of Incorporation for the above corporation and check in the amount
of \$122.50.

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-08/24/01--01073--012
****122.50 ****78.75

From: Emily L. Dowdy, Attorney at Law
P.O. Box 71
Panama City, Florida 32402
(850) 785-8112

D. BROWN AUG 27 2001

ARTICLES OF INCORPORATION
OF
FOURTH & MAGNOLIA DEVELOPMENT GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME: The name of this corporation is FOURTH & MAGNOLIA DEVELOPMENT
GROUP, INC.

ARTICLE II

DURATION: This corporation shall exist perpetually commencing upon
filing of these Articles.

ARTICLE III

PURPOSE: This corporation is organized for the following purposes:

- (1) To be engaged in any and all aspects of real estate
development;
- (2) To transact any other lawful business for which
corporations may be incorporated under the Florida General
Corporations Act;
- (3) To undertake such other things as are incidental to the
foregoing or necessary or desirable in order to accomplish the
foregoing.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue Two Hundred (200) shares of one dollar (\$1.00) par value common stock.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS: The Principal Office and mailing address for this Corporation is 427 Magnolia Avenue, Panama City, Florida 32401 the same as the registered office.

ARTICLE VI

REGISTERED AGENT AND ADDRESS: The street address of the resident office of this corporation is 427 Magnolia Avenue, Panama City, Florida 32401, and the name of the official registered agent of this corporation at that address is EMILY L. DOWDY.

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME

ADDRESSES

EMILY L. DOWDY

427 MAGNOLIA AVENUE
PANAMA CITY, FLORIDA 32401

JOSEPH P. SERGO

356 MASSALINA DRIVE
PANAMA CITY, FL 32401

ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of these Articles of Incorporation is: EMILY L. DOWDY, 427 Magnolia Avenue, Panama City, Florida 32401.

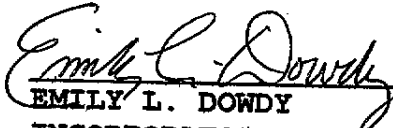
ARTICLE IX

AMENDMENTS: The Corporation reserves the right to amend or repeal any provision contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

ACTION BY DIRECTORS WITHOUT A MEETING: The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation, this 24th day of August, 2001.


EMILY L. DOWDY
INCORPORATOR

STATE OF FLORIDA:
COUNTY OF BAY:

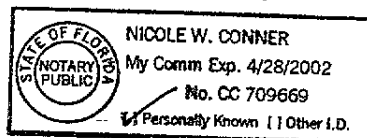
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EMILY L. DOWDY, known to me, and known by me to be the person who

executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 24th day of August, 2001.

SWORN TO AND SUBSCRIBED

before me this 24th day of August, 2001.



Nicole W. Conner
NOTARY PUBLIC

My Commission Expires:

SERIAL NUMBER:

Personally Known ☒ _____ Produced Identification _____
Type of Identification Produced _____

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TALLAHASSEE, FLORIDA

CERTIFICATE 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:

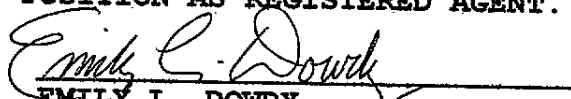
FOURTH & MAGNOLIA DEVELOPMENT GROUP, INC.

2. The name and address of the registered agent and office is:

EMILY L DOWDY
427 MAGNOLIA AVENUE
PANAMA CITY, FLORIDA 32401


EMILY L. DOWDY
August 24th, 2001.

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.


EMILY L. DOWDY