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MARSHALL E. WOOD, P.A.

Attorney at Law

SUITE 100, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARSHALL E. WOOD

904/277-4666

FAX # 904/277-6611

June 22, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: SANDPENNY MANAGEMENT, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of SANDPENNY MANAGEMENT, INC. for filing pursuant to Florida Statutes Section 607.0120.

Also enclosed is this firm's check in the amount of \$70.00 to cover the filing fee (\$35.00) and the Resident Agent Fee (\$35.00).

Please file the Articles of Incorporation and forward your letter of receipt to me at your earliest convenience.

Thank you for your assistance in this matter. —

Sincerely,

Marshall E. Wood
Marshall E. Wood

Jeff Medlock

Enclosures

BB 10-2-01

ARTICLES OF INCORPORATION
OF
SANDPENNY MANAGEMENT, INC.

The undersigned, acting as incorporators under the provisions of the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

SANDPENNY MANAGEMENT, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is Ten Thousand (10,000) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 123 W. Hirth Road, Fernandina Beach, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office address of the initial director, who shall hold office for the first year of corporate existence or until their successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
William R. Belangia	1507 Sandpenny Island Fernandina Beach, FL 32034
Kermit G. Phillips, II	123 W. Hirth Road Fernandina Beach, FL 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: Marshall E. Wood, Esquire, 303 Centre Street, Suite 100, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The name and post office addresses of the officer who shall hold office for the first year of corporate existence or until his successor is elected or appointed is:

<u>NAME</u>	<u>OFFICE</u>
William Belangia 1507 Sandpenny Island Fernandina Beach, FL 32034	President
Kermit G. Phillips, II 123 W. Hirth Road Fernandina Beach, FL 32034	Vice President/Secretary/Treasurer

ARTICLE X. REGISTERED AGENT


The name and address of the initial registered agent of this corporation is: Marshall E. Wood, Esquire, 303 Centre Street, Suite 100, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

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

Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 26TH day of September, 2001.


MARSHALL E. WOOD, ESQUIRE, INCORPORATOR

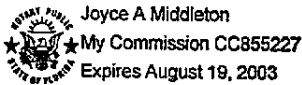
STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 26TH day of September, 2001, by MARSHALL E. WOOD, ESQUIRE, who is personally known to me or who presented _____ as identification and who did take an oath.


Name: Joyce A. Middleton
Notary Public, State of Florida

My Commission Expires:



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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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:
SANDPENNY MANAGEMENT, INC.
2. The name and address if the registered agent and office is:

MARSHALL E. WOOD, ESQUIRE
(Name)

303 Centre Street, Suite 100
(P. O. Box not acceptable)

Fernandina Beach, FL 32034
(City/State/Zip)

Signature


(corporate officer)

Title INCORPORATOR

Date September 26, 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.

Signature


Date September 26, 2001

Registered Agent Filing Fee: \$35.00