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ST. AUGUSTINE, FL 32085

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January 24, 2002

Corporate Records Bureau  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

100004830781--2  
-01/28/02--01059--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: FLAGLER INCOME, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	8.75
Resident Agent Fee	<u>35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, please execute and return a certified copy of the Articles to this office.

Respectfully yours,



David M. Andrews

DMA:dds  
Enclosure

FILED  
02 JAN 28 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN FEB - 1 2002

ARTICLES OF INCORPORATION

OF

FLAGLER INCOME, INC.

FILED  
02 JAN 28 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, PAUL CHERRY, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is FLAGLER INCOME, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 250 Tropic Way, St. Augustine, Florida 32080-6469, and the name of the initial registered agent of this Corporation at the registered address is: PAUL CHERRY

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Paul Cherry	President	250 Tropic Way St. Augustine, FL 32080-6469

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
Paul Cherry	250 Tropic Way St. Augustine, FL 32080-6469

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 24 day of January, 2002.

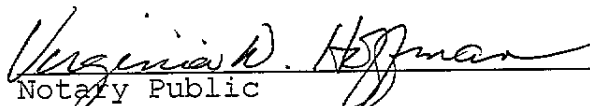
  
PAUL CHERRY

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 24th day of January, 2002, by PAUL CHERRY, who is personally known to me or who produced FLC600-697-64-261-0 as identification, and who did/did not take an oath.

(SEAL)

  
Notary Public  
Printed Name: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_



VIRGINIA D. HOFFMAN  
NOTARY PUBLIC, STATE OF FLORIDA  
MY Comm. Expires MAY 27, 2005  
COMM. # DD 017013

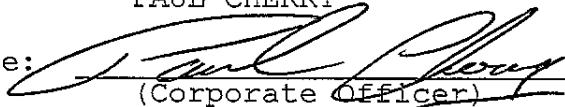
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
02 JAN 28 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
FOLLOWING IS SUBMITTED:

FIRST -- THAT FLAGLER INCOME, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S,  
STATE OF FLORIDA, HAS NAMED PAUL CHERRY, LOCATED AT 250 TROPIC WAY, OF  
THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S, STATE OF FLORIDA  
32979-6469, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

PAUL CHERRY

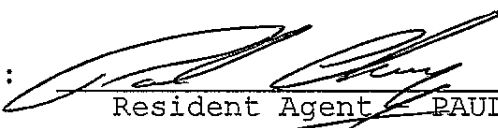
Signature: 

(Corporate Officer)

Title: President

Date: 1-24-2002

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.

Signature: 

Resident Agent PAUL CHERRY

Date: 1-24-2002