

FRANKLIN H. WATSON, P.A.

ATTORNEY AT LAW

ADMITTED IN
FLORIDA & ALABAMA

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April 23, 2002

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

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*****78.75 *****78.75

**SUBJECT: ARTICLES OF INCORPORATION FOR SOUTHPOINT MANAGEMENT
GROUP, INC.
OUR FILE NUMBER L02-097**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for the amount of \$78.75, Filing Fee and Certificate.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact Gerri Logan at 850-231-3465.

FROM: FRANKLIN H. WATSON, P.A.
5365 E. Highway 30-A, Suite 105
Seagrove Beach, FL 32459
Phone: 850-231-3465

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 29 AM 8:15

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TALLAHASSEE, FLORIDA
02 APR 29 AM 8:15

ARTICLES OF INCORPORATION OF SOUTHPOINT MANAGEMENT GROUP, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I Name

The name of this corporation is: **SOUTHPOINT MANAGEMENT GROUP, INC.**

ARTICLE II Duration

This corporation shall exist perpetually.

ARTICLE III Corporate Purpose

This corporation is organized to transact any or all lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV Principal Office/Mailing Address

The street address of the initial principal office is 45 Flamingo Drive, Santa Rosa Beach, Florida 32459. The mailing address of the corporation is 45 Flamingo Drive, Santa Rosa Beach, Florida 32459.

ARTICLE V Capital Stock

This corporation is authorized to issue Two Thousand (2,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI Preemptive Rights

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

ARTICLE VII
Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VIII
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 45 Flamingo Drive, Santa Rosa Beach, Florida 32459; the name of the initial registered agent of this corporation at that address is:
Joseph Tate Watson

ARTICLE IX
Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws.

ARTICLE X
Initial Officers

The corporation shall have the following officer: Joseph Tate Watson, President, Vice-President, Treasurer and Secretary.

The officers shall be elected by a majority vote of the directors.

ARTICLE XI
Incorporators

The name and address of the incorporator is:

Franklin H. Watson, P.A.
5365 E. Highway 30-A, Suite 105
Seagrove Beach, FL 32459

ARTICLE XII
Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII
AMENDMENT OF ARTICLES

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

ARTICLE XIV
INDEMNIFICATION

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

ARTICLE XV
INFORMAL ACTION OF DIRECTORS

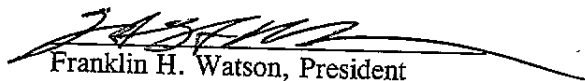
If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

ARTICLE XVI
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of April, 2002.


FRANKLIN H. WATSON, P.A.


Franklin H. Watson, President

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 23 day of April, 2002 by Franklin H. Watson, President of Franklin H. Watson, P.A., who is personally known to me or who has produced _____ as identification.

WITNESS my hand and seal this 23 day of April, 2002.

 Beverly Braswell
COMMISSION # CC806384 EXPIRES
February 3, 2003
PROD THRU TROY FAIN INSURANCE, INC.



Name: BEVERLY BRASWELL

Notary Public

My commission expires:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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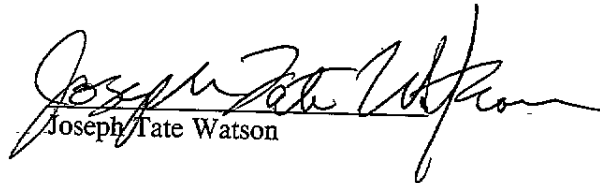
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That Southpoint Management Group, Inc., with its principal place of business at 45 Flamingo Drive, Santa Rosa Beach, Florida 32459, has named Joseph Tate Watson, located at 45 Flamingo Drive, Santa Rosa Beach, Florida 32459 as its agent to accept service of process within the State of Florida.

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 607.0501 Florida Statutes.

Date: 4-24-02


Joseph Tate Watson