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July 9, 2002

Pensacola, Florida 32501

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32301

200006463542--6 -07/17/02--01031--005 *****78.75 ******78.75

SUBJECT: Bluewater Investment Properties, Inc.

Dear Sir:

o7-10-01

Enclosed are an original and two (2) copies of the articles of incorporation and a check for:

Our firm's check in the amount of \$78.100 for the costs of Filing Feed Certificate of Status & Certified Copy.

If further information is required concerning this matter, please contact Burton E. Strubhar, Esquire at (850) 432-7001.

ery truly yours,

BURTON E. STRUBHAR

BES/sct

97/18

ARTICLES OF INCORPORATION OF BLUEWATER INVESTMENT PROPERTIES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is: Bluewater Investment Properties, Inc..

ARTICLE II

This corporation shall engage in the ownership/investment of real estate and any and all lawful business permitted under the laws of the United States or the State of Florida.

ARTICLE III

The street address of the principal place of business of the corporation is: 2101 Scenic Highway, G-203, Pensacola, FL 32503.

ARTICLE IV

The existence of the corporation shall begin on: July 10, 2002

ARTICLE V

The maximum number of shares this corporation is authorized to issue is 10,000, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The initial street address of the corporation's registered office is: 2101 Scenic Highway, G-203, Pensacola, Florida, 32503. The initial registered agent for the corporation at that address is: Carter Brown.

ARTICLE VII

The name and street address of the incorporator of these articles of incorporation is:

Name Address

Carter Brown 2101 Scenic Highway

G-203

Pensacola, FL 32503

ARTICLE VIII

The business of the corporation shall be managed and it corporate powers exercised by a board of one or more directors. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stock holders but there shall never be less than one (1).

ARTICLE IX

The names and mailing addresses of the initial directors and the corporate officers are:

CARTER BROWN 2101 Scenic Highway G-203 Pensacola, FL 32503

Director/President/Secretary/Treasurer

ARTICLE X

Every shareholder, upon the sale 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.

The undersigned has executed these articles of incorporation

Cattr	7-10-02
Carter Brown	Date
Incorporator	

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Carter Brown
Registered Agent

Total Carter Brown

Date

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, 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: Bluewater Investment Properties, Inc.
- 2. The name and address of the registered agent and office is:

Carter Brown 2101 Scenic Highway, G-203, Pensacola, Florida 32503



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 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.

Carter Brown