

PO2000083677

BAKER AND MERCER

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*BOARD CERTIFIED BUSINESS LITIGATION
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

TELEPHONE
850-526-3633

TELECOPIER
850-526-2714

DOUGLAS WADE MERCER, ESQ.

July 30, 2002

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

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-08/01/02--01021--020
*****78.75 *****78.75

RE: Coastal Community Land Management, Inc.

Dear Sir/Madam:

Enclosed is my check in the amount of \$78.75, the original and one copy of the Articles of Incorporation of Coastal Community Land Management, Inc. Please file the Articles and return a copy to me in the enclosed self-addressed stamped envelope.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/sb

FRANK A. BAKER, ESQ.

FAB:sb/secstate.ltr

Enclosures (as stated above)

FILED
02 AUG -1 PM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
COASTAL COMMUNITY LAND MANAGEMENT, INC.

FILED
02 AUG - 1 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of this corporation is COASTAL COMMUNITY LAND MANAGEMENT, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, tangible and intangible, and services of every class, kind and description; and to conduct any other business and carry on any other activity as may be permissible under law; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair, nor exposition.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1,100,000 shares of common stock having a nominal or par value of \$.01 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
ADDRESS AND RESIDENT AGENT

The initial mailing and street address of the initial principal office of this corporation in the State of Florida is 12141 Panama City Beach Parkway, Panama City Beach, FL, 32407. The name of the initial registered Resident Agent in the State of Florida is Frank A. Baker, whose address is 4431 Lafayette Street, Marianna, FL, 32446. By his signature to these Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

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

ARTICLE VIII
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are: Terry DuBose, 12141 Panama City Beach Parkway, Panama City Beach, FL, 32407; Barry Brynjolfsson, 12141 Panama City Beach Parkway, Panama City Beach, FL, 32407; and Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32446.

ARTICLE IX
INITIAL OFFICERS

This corporation shall have three (3) offices, initially, consisting of a President, a Vice-President, and a Secretary-Treasurer, which must be filled by at least one (1) natural person. The names and mailing addresses of the initial officers are: Terry Dubose, 12141 Panama City Beach Parkway, Panama City Beach, FL, 32407, as President; Barry Brynjolfsson, 12141 Panama City Beach Parkway, Panama City Beach, FL, 32407, as Vice-President; and Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32446, as Secretary-Treasurer.

ARTICLE X
AMENDMENT

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

made.

ARTICLE XI INCORPORATOR

The name and address of the incorporator of this corporation who shall sign and file these Articles is: Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32446.

ARTICLE XII

Shareholders shall not be entitled to preemptive rights with respect to any shares of the Corporation which may be issued.

ARTICLE XIII

(a) A director of the Corporation shall not be personally liable to the Corporation and its shareholders for monetary damages, for breach of any duty as a director, except for liability for:

(i) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; or

(ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(iii) the types of liability set forth in Florida Statutes section 607.0834 dealing with unlawful distributions of corporation assets to shareholders; or

(iv) any transaction from which the director derived an improper material tangible personal benefit.

(b) Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(c) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article may be amended or rescinded only by the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote thereon at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

ARTICLE XIV

(a) The Corporation shall indemnify its officers and directors and advance or reimburse expenses incurred to the fullest extent permitted under Florida Statutes Chapter

607. Such indemnification and advancement or reimbursement of expenses shall not be deemed exclusive of any additional indemnification that the Board of Directors may deem advisable or of any rights to which those indemnified may otherwise be entitled. The Board of Directors of the Corporation may determine from time to time whether and to what extent to maintain insurance providing indemnification for officers and directors and such insurance need not be limited to the Corporation's power of indemnification under Florida law.


(b) Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(c) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article may be amended or rescinded only by the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote thereon at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

ARTICLE XV

Any action required by law or by the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation, and any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

EXECUTED and acknowledged that date below written.



Frank A. Baker
As Incorporator and as Resident Agent

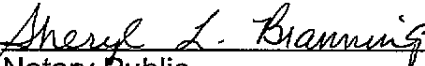
STATE OF FLORIDA
COUNTY OF JACKSON:

THE FOREGOING INSTRUMENT was acknowledged before me this July 30, 2002., by Frank A. Baker, as Incorporator and as Resident Agent, who is personally known to me and who did take an oath.



"OFFICIAL SEAL"

Sheryl L. Branning
My Commission Expires 11/7/03
Commission # CC 883816



Notary Public
My Commission Expires:

fb\ccb\coastalland.art