

P02000086276

SMITH, GAMBRELL & RUSSELL, LLP

ATTORNEYS AT LAW

P.O. BOX 4788 (32201)

SUITE 2200, BANK OF AMERICA TOWER

50 NORTH LAURA STREET

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 598-6100

FACSIMILE (904) 358-3407

WEBSITE: www.sgrlaw.com

ESTABLISHED 1893

ATLANTA OFFICE

SUITE 3100, PROMENADE II
1230 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30309-3592
TELEPHONE
(404) 815-3500
FACSIMILE
(404) 815-3509

WASHINGTON, D.C. OFFICE

SUITE 800
1850 M STREET, N.W.
WASHINGTON, D.C. 20036
TELEPHONE
(202) 659-2811
FACSIMILE
(202) 263-4329

Ruth S. Fabella

(904) 598-6115

Direct Fax No. - (904) 598-6215

E-Mail - rsfabella@sgrlaw.com

800006950668--3
-08/07/02-01063--016
*****70.00 *****70.00

August 6, 2002

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
02 AUG -7 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RE: Organization of Oakleaf Development, Inc.
SGR File No: 051354.000**

Dear Sir or Madam:

Please find enclosed for filing with the Florida Department of State an original and one (1) copy of Articles of Incorporation for the referenced corporation. Also enclosed is our firm's check in the amount of \$70.00 for the appropriate filing fee.

Please return the acknowledgment copy to the undersigned once the enclosed articles of incorporation have been filed. If you have any questions, or need additional information, please contact me at (904) 598-6115.

Very truly yours,



Ruth S. Fabella
Paralegal

RSF/mtf
Encls.

gc 8/9

**ARTICLES OF INCORPORATION
OF
OAKLEAF DEVELOPMENT, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is Oakleaf Development, Inc. and the address of the principal office and mailing address of the corporation is at 7700 Square Lake Boulevard, Jacksonville, Florida 32256.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date of these Articles are executed and acknowledge, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having no par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

FILED
AUG -7 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 50 N. Laura Street, Suite 2200, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael A. Walters.

Article VI

Directors

(a) Number. This corporation shall have 4 directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name(s) and street address(es) of the member(s) of the first board of directors of the corporation is or are:

<u>Name</u>	<u>Street Address</u>
Ronnie D. Coppenbarger	7700 Square Lake Boulevard Jacksonville, FL 32256
Wolfe Jackson	7700 Square Lake Boulevard Jacksonville, FL 32256
Ida Lou Stephens	7700 Square Lake Boulevard Jacksonville, FL 32256
Imogene Coppenbarger	7700 Square Lake Boulevard Jacksonville, FL 32256

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaws is not subject to amendment or repeal by the board of directors.

Article VIII

Incorporator

The name and address of the incorporator of this corporation is:

Michael A. Walters
50 N. Laura Street, Suite 2200
Jacksonville, Florida 32202


FILED
02 AUG -7 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the incorporator has executed these Articles the 31st day of July, 2002.



Michael A. Walters
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.



Michael A. Walters

Dated: July 31, 2002.