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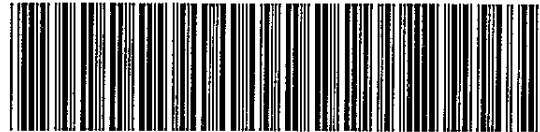
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2003 MAY -1 AM 10:25  
TALLAHASSEE FLORIDA

5/8/03

Law Offices

*Michael Wm Mead, P.A.*

24 Walter Martin Road, Suite 3  
Fort Walton Beach, Florida 32548

Telephone: (850) 243-3135  
Facsimile: (850) 244-4849

*Michael Wm Mead*

*Michael Wm Mead, Jr.*

Please reply to:  
Post Office Drawer 1329  
Fort Walton Beach, Florida 32549-1329

April 25, 2003

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
2003 MAY - 1 AM 10:25  
TALLAHASSEE FLORIDA

**RE: SOUTH POINTE DEVELOPERS, INC.**

Gentlemen:

Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$78.75 that represents the following:

Filing fee	\$ 35.00
Registered agent	35.00
Certified copy	<u>8.75</u>
	\$ 78.75

Thank you for your assistance and cooperation in this matter.

Sincerely,

  
MICHAEL Wm MEAD  
MWM/bjg

Enclosures: a/s

ARTICLES OF INCORPORATION

FILED

2003 MAY -1 AM 10:25

OF

SOUTH POINTE DEVELOPERS, INC.

DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

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

ARTICLE I.

Name

The name of this corporation is: SOUTH POINTE DEVELOPERS, INC.

ARTICLE II.

Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.

Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.

Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V.

Address

The principal place of business of this corporation shall be 24 Walter Martin Road, Suite 3, Fort Walton Beach, Florida 32548, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

The mailing address for this corporation shall be Post Office Box 309, Fort Walton Beach, Florida 32549.

ARTICLE VI.

Amendment

These Articles of Incorporation may be amended in the manner provided by law. The majority of the stockholders entitled to vote thereon shall approve every Amendment at a stockholder's meeting.

ARTICLE VII.  
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.  
Officers

The names and addresses of the President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Craig J. Kruse	24 Walter Martin Road Fort Walton Beach, Florida 32548	President, Secretary & Treasurer

ARTICLE IX.  
Subscribers

The name and address of the subscriber of these Articles of Incorporation and the number of shares he agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Craig J. Kruse	24 Walter Martin Road Fort Walton Beach, Florida 32548	500

ARTICLE X.  
Registered Agent

The Registered Agent of the corporation shall be Craig J. Kruse, and the street address of the office, place of business or location for the service of process within this State shall be 24 Walter Martin Road, Suite 3, Fort Walton Beach, Florida 32548.

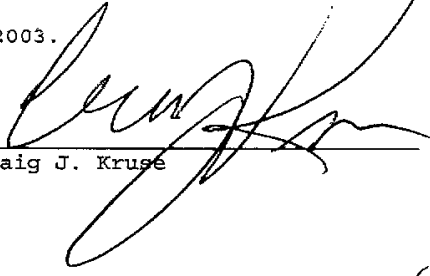
ARTICLE XI.  
Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Craig J. Kruse

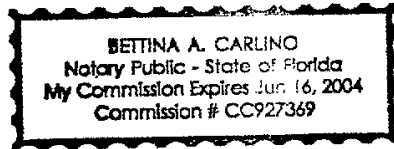
24 Walter Martin Road  
Fort Walton Beach,  
Florida 32548

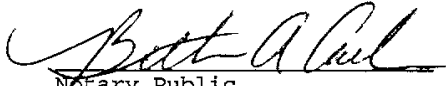
IN WITNESS WHEREOF, the undersigned have hereunto executed these  
presents this 18<sup>th</sup> day of April, 2003.

  
Craig J. Kruse

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of  
April, 2003, by Craig J. Kruse who is personally known to me.



  
Notary Public  
My Commission Expires:

CORPS\Articles of Incorporation  
South Pointe Developers, Inc.  
MWM/bjg

MICHAEL WM MEAD  
ATTORNEY AT LAW  
24 WALTER MARTIN ROAD  
P. O. DRAWER 1329  
FORT WALTON BEACH,  
FLORIDA 32549 1329

**STATE OF FLORIDA  
DEPARTMENT OF STATE**

FILED  
2003 MAY -1 AM 10:25

DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

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

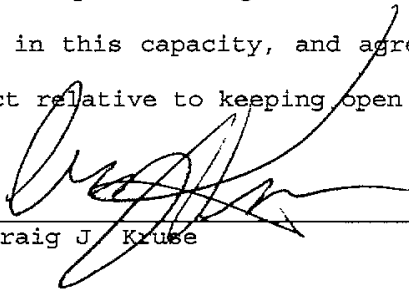
In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:

**FIRST:**

SOUTH POINTE DEVELOPERS, INC., desiring to organize under the  
laws of the State of Florida, with its principal office, as  
indicated in the Articles of Incorporation at 24 Walter Martin Road,  
Suite 3, Fort Walton Beach, Okaloosa County, Florida 32548, has  
named Craig J. Kruse, located at 24 Walter Martin Road, Suite 3,  
Fort Walton Beach, Okaloosa County, Florida 32548, as its agent to  
accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Craig J. Kruse

CORPS\  
Registered Agent Acceptance  
MWM/bjg

MICHAEL WM MEAD  
ATTORNEY AT LAW  
24 WALTER MARTIN ROAD  
P. O. DRAWER 1329  
FORT WALTON BEACH,  
FLORIDA 32549-1329