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03 MAY 19 PM 2:29
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

SMITH MAY 28 2003

LAW OFFICE

CARPENTER & PARRISH, P.A.

5608 NW 43rd STREET
GAINESVILLE, FLORIDA 32653-8334

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raclaw@acceleration.net
May 16, 2003

RONALD A. CARPENTER

SHARON D. PARRISH

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: CLIPPER DEVELOPMENT, INC.

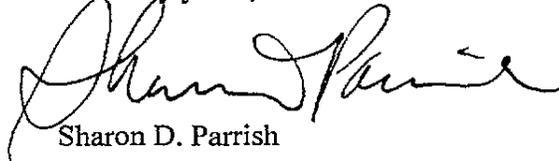
Ladies and Gentlemen:

Please find enclosed with this letter the original Articles of Incorporation for CLIPPER DEVELOPMENT, INC., along with our trust check in the amount of \$78.75 for the following fees:

Filing fee	\$35.00
Designation of Registered Agent	35.00
Certified copy	<u>8.75</u>
	\$78.75

Please return the certified copy to our office at your earliest convenience. Your cooperation in this matter is greatly appreciated.

Sincerely yours,



Sharon D. Parrish

/sdp
enc

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 MAY 19 PM 2:29

FILED

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 the corporation shall be: CLIPPER DEVELOPMENT, INC.

The principal place of business of this corporation shall be 14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares of common stock having \$1.00 par value per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation shall be 14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669, and the name of the initial registered agent of the corporation at that address is Robert L. Hartley.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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 at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have three directors, initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but it shall never be less than one. The name and street address of the members of the initial Board of Directors are:

Robert L. Hartley
Phillip W. Hartley
Stephen Hartley

14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669
14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669
14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669

ARTICLE VIII. OFFICERS

The name and street address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President:

Robert L. Hartley 14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669

Secretary/Treasurer:

Phillip W. Hartley 14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669

Vice President:

Stephen Hartley 14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669

ARTICLE IX. INCORPORATORS

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

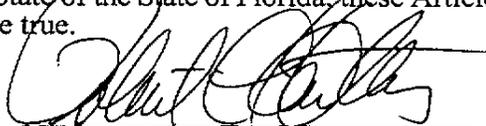
Robert L. Hartley
Phillip W. Hartley
Stephen Hartley

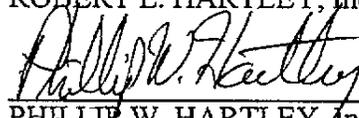
14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669
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14029 W. Newberry Rd., Suite 5, Gainesville, Florida 32669

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 6th day of May, 2003, for the purposes of forming this corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


ROBERT L. HARTLEY, Incorporator


PHILLIP W. HARTLEY, Incorporator


STEPHEN HARTLEY, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared this day, ROBERT L. HARTLEY, an incorporator of the foregoing Articles of Incorporation, who is personally known to me or who produced his _____ as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 6th day of May, 2003.


Notary Public State of Florida
My Commission Expires:



Deborah J Horler
My Commission CC979796
Expires November 05, 2004

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared this day, PHILLIP W. HARTLEY, an incorporator of the foregoing Articles of Incorporation, who is personally known to me or who produced his _____ as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 6th day of May, 2003.


Notary Public State of Florida
My Commission Expires:



Deborah J Horler
My Commission CC979796
Expires November 05, 2004

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared this day, STEPHEN HARTLEY, an incorporator of the foregoing Articles of Incorporation, who is personally known to me or who produced his _____ as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and the facts set forth therein are true and correct.

WITNESS my hand and official seal this 6th day of May, 2003.

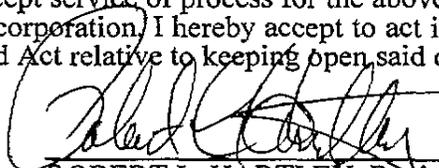

Notary Public State of Florida
My Commission Expires:



Deborah J Horler
My Commission CC979796
Expires November 05, 2004

ACKNOWLEDGMENT

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


ROBERT L. HARTLEY, Registered Agent

FILED
MAY 19 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA