

FEB-27-2004

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FLORIDA PROFIT CORPORATION OR P.A.

SOUTHERN Magnolia Development Corporation

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ARTICLES OF INCORPORATION
OF
SOUTHERN MAGNOLIA DEVELOPMENT CORPORATION

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

/SOUTHERN
The name of this Corporation is: MAGNOLIA DEVELOPMENT CORPORATION

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial address of the principal office and the mailing address of this Corporation in the State of Florida is 2304 San Jose Circle, Tampa, Florida 33629.

ARTICLE 3

CAPITAL STOCK

1. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be 1,000 shares of common stock, par value \$00.01 per share (the "Common Stock").
2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefore. All stock when issued shall be fully paid and nonassessable.
3. Voting. The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.
4. Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

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H04000040720 3**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this Corporation shall be located at 500 East Kennedy Blvd., Suite 200, Tampa, Florida 33602 and the initial registered agent of this Corporation at such office shall be Douglas C. Roland. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE 5
BOARD OF DIRECTORS**

The Board of Directors of this Corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws, but shall always be at least one person. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE 6
PURPOSES AND DURATION**

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This Corporation shall have perpetual existence.

**ARTICLE 7
BY-LAWS**

The power to adopt the by-laws of this Corporation and to alter, amend or repeal the by-laws, shall be vested in the Board of Directors of this Corporation.

**ARTICLE 8
AMENDMENT OF ARTICLES OF INCORPORATION**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE 9
AFFILIATED TRANSACTIONS**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

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ARTICLE 10
INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:
Douglas C. Roland, 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated.

DATED this 24th day of February, 2004.


DOUGLAS C. ROLAND

SOUTHERN MAGNOLIA DEVELOPMENT CORPORATON
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, DOUGLAS C. ROLAND, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 24th day of February, 2004.


DOUGLAS C. ROLAND

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