

AUG. 12 2004 5:24PM
DIVISION OF CORPORATIONS

ST. JOE COMPANY

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FLORIDA PROFIT CORPORATION OR P.A.

WaterSound Real Estate, Inc.

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STJOE COMPANY

NO. 713 P. 2

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**ARTICLES OF INCORPORATION
OF
WATERSOUND REAL ESTATE, INC.**

Pursuant to the requirements set forth within Chapter 607 of the Florida Business Corporation Act, the undersigned, being a natural person, does hereby act as the incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation (hereinafter referred to as the "Company") shall be WaterSound Real Estate, Inc.

ARTICLE II

The existence of the Company shall begin on the date of acknowledgment of these articles of incorporation and shall have perpetual existence.

ARTICLE III

The street address of the principal office and mailing address of the Company is 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202.

ARTICLE IV

The Company is authorized to issue 1,000 shares, all of which shall be Common Shares having no par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial board of directors and their names and addresses are as follows:

Name:

Michael N. Regan
Wm. Britton Greene

Business Address:

245 Riverside Avenue, Suite 500, Jacksonville, FL 32202
245 Riverside Avenue, Suite 500, Jacksonville, FL 32202

ARTICLE VI

The initial street address of the Company's registered office is 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202. The initial registered agent for the Company at that address is Christine M. Marx.

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NO. 713 P. 3

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ARTICLE VII

The name and street address of the person signing these articles of incorporation is Susan G. Whitlatch, 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 12th day of August, 2004.


Susan G. Whitlatch, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WaterSound Real Estate, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date: August 12th 2004.


Christine M. Marx

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