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SA

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

VIA FEDERAL EXPRESS

November 4, 2004

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
409 East Gaines Street
Tallahassee, FL 32399

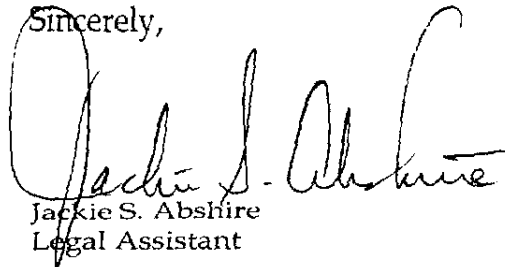
RE: J. Collier Thornton, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to us as evidence of filing.

Should you have any questions or need additional information, please do not hesitate to contact us.

Sincerely,



Jackie S. Abshire
Legal Assistant

JSA:

Enclosures

c: Mr. J. Collier Thornton

ARTICLES OF INCORPORATION

OF

J. COLLIER THORNTON, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is J. Collier Thornton, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

(1) To acquire, develop, manage, buy and sell real estate property to be sold or held for long-term investments.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express,

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building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 510 East Zaragoza, Pensacola, Florida 32502. The name of the initial registered agent for the corporation at that address is G. Thomas Smith. The principal office of the corporation shall be 14113 Perdido Key Drive, Pensacola, Florida 32507.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

J. Collier Thornton

STREET ADDRESS

17724 Jefferson Ridge Drive
Baton Rouge, LA 70817

ARTICLES VII - INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

NAME

STREET ADDRESS

Ashley G. Farr

1221 McClintock Drive
Shady Shores, TX 76208


ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of
Incorporation on this 4th day of November, 2004.



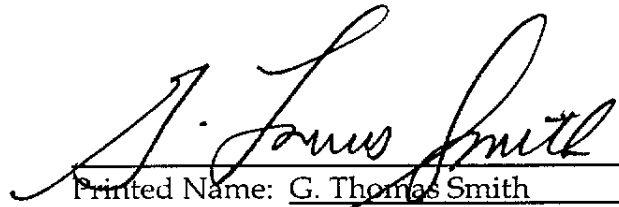
Ashley G. Farr

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Ashley G.
Farr, who X is personally known to me or ____ produced a _____
_____ as identification and who executed the foregoing Articles of Incorporation, and
she acknowledges that she subscribed the said instrument for the uses and purposes set
forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid
this 4th day of November, 2004.



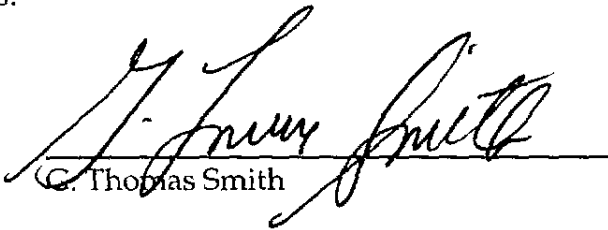


Printed Name: G. Thomas Smith
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of J. COLLIER THORNTON, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

Dated: November 4, 2004.


C. Thomas Smith