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ST. JOE COMPANY

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Perico Harbor Acquisitions, Inc.

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STJOE COMPANY

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APPROVED
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**ARTICLES OF INCORPORATION
OF
PERICO HARBOR ACQUISITIONS, INC.**

Pursuant to the requirements set forth in 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 Perico Harbor Acquisitions, 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 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, Florida 33394-3076.

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:

<u>Name</u>	<u>Business Address</u>
Philip J. Berger	226 River Village Drive, DeBarry, Florida 32713
Ellen Avery-Smith	3516 Fitch Street, Jacksonville, Florida 32205

ARTICLE VI

The initial street address of the Company's registered office is 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, Florida 33394-3076. The initial registered agent for the Company at that address is Danielle DeVito-Hurley.

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ARTICLE VII

The name and street address of the person signing these articles of incorporation is Danielle DeVito-Hurley, 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, Florida 33394-3076.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 15 day of February, 2005.

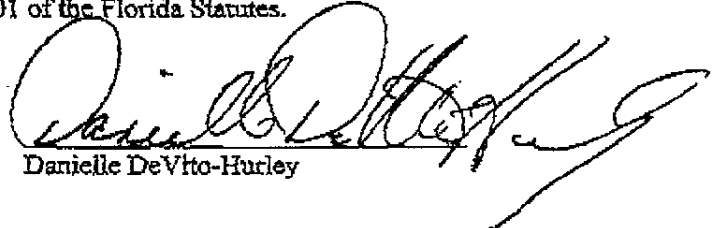


Danielle DeVito-Hurley, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated Company at the place designated in these Articles, the undersigned is familiar with and accepts the obligations pursuant to Section 607.0501 of the Florida Statutes.

Date: February 15, 2005



Danielle DeVito-Hurley