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BLUMBERG/EXCELSIOR
Division of Corporations

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

DAVID SMITH PROPERTIES, INC.

D. WHITE FEB 18 2005

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 17, 2005

BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.

SUBJECT: DAVID SMITH PROPERTIES, INC.
REF: W05000008299

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

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Claretha Golden
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DAVID SMITH PROPERTIES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an 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 is:

DAVID SMITH PROPERTIES, INC.

ARTICLE II

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the State of Florida, Department of State, Division of Corporations.

This corporation's duration shall be perpetual.

ARTICLE III

This corporation is being organized for the purpose of completing all aspects of and relating to the purchase, investment, development, leasing and resale of real estate including any and all related avenues thereof and to engage in the transaction of any business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV

The street address of the principal office of the Corporation is:

922 Magnolia Ave
Panama City, FL 32401

ARTICLE V

The maximum number of shares this Corporation is authorized to issue is 1000, par value one dollar (\$1.00) per share, all of which shall be Common Shares. 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. Common Shares are to be allocated to each owner stated herein according to the percentage of ownership that each owner shall have as stated herein. Additional share owners may be added from time to time as set forth by the Board of Directors and in accordance with the Bylaws of the corporation upon development of same.

<u>Shareholder</u>	<u>% of Ownership</u>	<u>Shares</u>
David F. Smith	100 %	1000

FILED**ARTICLE VI**

The initial registered agent for the Corporation and street address of the Corporation's registered office is:

David F. Smith
922 Magnolia Ave.,
Panama City, Florida, 32401

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors is:

Name	Address
David F. Smith	124 Mill Way Panama City, FL 32409

ARTICLE VIII

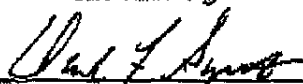
The name and street address of the person signing these articles of incorporation is:

Name	Address
David F. Smith	124 Mill Way Panama City, FL 32409

ARTICLE IX

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these articles of incorporation.



David F. Smith
Incorporator

2/14/05

Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **DAVID SMITH PROPERTIES, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



David F. Smith
Registered Agent

2/14/05

Date