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(Requestor's Name)

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PICK-UP WAIT MAIL

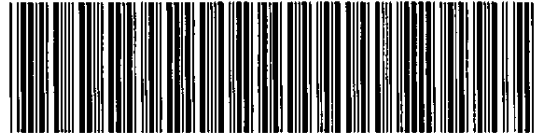
(Business Entity Name)

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RECEIVED
07 SEP 28 PM 12:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 SEP 28 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KS
10/1/07



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 249859 81879A
AUTHORIZATION : *Spuddean*
COST LIMIT : \$ 78.75

ORDER DATE : September 28, 2007
ORDER TIME : 10:52 AM
ORDER NO. : 249859-005
CUSTOMER NO: 81879A

DOMESTIC FILING

NAME: FLAGLER INVESTMENT REAL
ESTATE, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Amanda Roath - EXT. 2955

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME AND ADDRESS OF CORPORATION:** The name of this corporation is: **FLAGLER INVESTMENT REAL ESTATE, INC.** The mailing address of the corporation is 138 Palm Coast Parkway, Palm Coast Florida 32137.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue .100 shares of stock, all of one class, at One Dollar (\$1.00) par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

**Allen M. LeBeau
138 Palm Coast Parkway
Palm Coast, FL 32137**

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1) director.

The name and address of the initial director of this corporation is:

**ALLEN M. LeBEAU
128 Palm Coast Parkway
Palm Coast, FL 32137**

7. **INCORPORATOR:** The name and address of the Incorporator signing these Articles of Incorporation is:

**TIMOTHY J. CONNER, ATTORNEY
2 Jungle Hut Road, Suite 1
Palm Coast, Florida 32137**

8. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

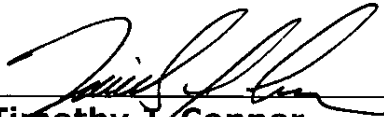
9. **MEETINGS BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. **REMOVAL OF DIRECTORS:** At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Director(s), may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

12. **INFORMAL ACTION OF DIRECTORS:** If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

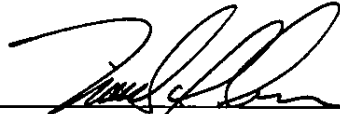
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of SEPTEMBER, 2007.



**Timothy J. Conner,
Incorporator**

ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.



Timothy J. Conner
Registered Agent

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 25th day of September 2007, by **Timothy J. Conner**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



NOTARY PUBLIC
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA