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January 27, 1995

Division of Corporations
Secretary of State
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

9000001 393459
-01/31/95-01011--016
*****70.00 *****70.00

Re: Articles of Incorporation/Paragon Properties, Inc.

Dear Sir:

Enclosed you will find the original and a copy of the Articles of Incorporation for Paragon Properties, Inc., a for profit corporation, and of the Acceptance of Registered Agent. Also enclosed is my check for \$70.00. Would you please file the original and send me a file stamped copy?. Thank you for your time and effc†

I look forward to hearing from you.

Sincerely,



Michael Pugh

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FILED

95 FEB 20 AM 8:23

1/21/95
1/25/95
1/25/95
2/2/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1995

MICHAEL PUGH
7540 NAVARRE PARKWAY
SUITE 1
NAVARRE, FL 32566

SUBJECT: PARAGON PROPERTIES, INC.
Ref. Number: W95000002708

We have received your document for PARAGON PROPERTIES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 895A00005028

ARTICLES OF INCORPORATION
OF
PARAGON PROPERTIES
OF NORTHWEST FLORIDA, INC.

95 FEB 20 AM 8:23
SUPERIOR STATE
TALLAHASSEE, FLORIDA
FILED

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

**ARTICLE ONE
NAME**

The name of the corporation is **PARAGON PROPERTIES OF NORTHWEST FLORIDA, INC.**

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To engage in the business of developing and managing real property and managing leaseholder and homeowner associations.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of Ten Dollars (\$10.00) per share.

ARTICLE FIVE REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Suite 1, 7540 Navarre Parkway, Navarre, Florida 32566, and the name of its initial registered agent at such address is Gerald P. Gallup.

ARTICLE SIX DIRECTORS

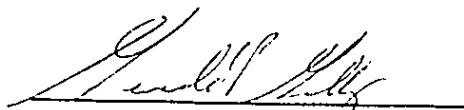
The number of directors constituting the initial board of directors of the corporation shall be two. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Gerald P. Gallup	2549 Weeping Willow Lane Navarre, Florida 32566
Laurie T. Gallup	2549 Weeping Willow Lane Navarre, Florida 32566

ARTICLE SEVEN INCORPORATORS

The name and address of the incorporator is Gerald P. Gallup, 2549 Weeping Willow Lane, Navarre, Florida 32566.

Executed by the undersigned at Navarre, FL on
January 26, 1995.

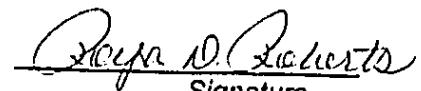

Gerald P. Gallup

STATE OF FLORIDA
COUNTY OF SANTA ROSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Gerald P. Gallup, who is personally known to me or has produced FLDLHC410295 SS 199-10 as

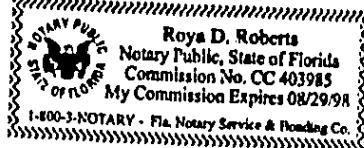
identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of February, 1995.



Signature
Notary Public

My commission expires: 08/29/98



**APPOINTMENT OF REGISTERED AGENT FOR CORPORATION
ACCEPTANCE OF APPOINTMENT**

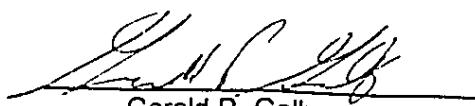
To: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 607.0501 through 607.0505 of the Florida General Corporation Act, the following is submitted:

- **PARAGON PROPERTIES, OF NORTHWEST FLORIDA, INC.**, with its place of business at Suite 1, 7540 Navarre Parkway, Navarre, Florida 32566, has named Gerald P. Gallup located at that address as its agent to accept service of process within Florida.

Dated 26 January, 1995.



Gerald P. Gallup
Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Sections 607.0501 through 607.0505 of the Florida General Corporation Act.

Dated 26 January, 1995.



Gerald P. Gallup
Registered Agent

STATE OF FLORIDA
COUNTY OF SANTA ROSA

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FILED
TALLAHASSEE, FLORIDA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Gerald P. Gallup, who is personally known to me or has produced FDL#G41C 29555 422 as

identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 110th day of February, 1995.

Roya D. Roberts
Signature
Notary Public

My commission expires: 08/29/98

