

P95000014512

Raymond F. Newman, Jr.
ATTORNEY AT LAW
150 Eglin Parkway, NE
Fort Walton Beach, Florida 32548

Telephone (904) 664-2229
Telecopier (904) 244-2104

P.O. Box 1346
Fort Walton Beach, FL 32549

February 17, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Vera Cruz Development Company

Ladies and/or Gentlemen:

200001410562
02/20/95-111098-004
***122.50 ***122.50

Enclosed herewith are original and one copy of the Articles of Incorporation for the above referenced corporation to be filed. Please certify and return the copy to my office.

My client's check in the sum of \$122.50 for the incorporation fees is enclosed.

Thank you for your assistance.

Sincerely,


RAYMOND F. NEWMAN, JR.

/pm

Encls.-a/s

[Handwritten initials]

FILED

1995 FEB 20 PM 3:00

ARTICLES OF INCORPORATION

OF

TALLAHASSEE, FLORIDA

VERA CRUZ DEVELOPMENT COMPANY

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is VERA CRUZ DEVELOPMENT COMPANY. The principal office for doing business in the State of Florida is 525 Vera Cruz, Destin, Florida.

ARTICLE II. PURPOSE

This corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, or any other applicable Florida Law.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of One-Tenth Dollar (\$.10) per share. This stock shall have the entire voting power of the corporation.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 150 Eglin Parkway, N. E., Fort Walton

Beach, Florida 32548. The initial registered agent at that address is Raymond F. Newman, Jr.

ARTICLE V. DIRECTORS

The corporation shall have a board of directors consisting of not less than one, nor more than five directors.

ARTICLE VI. INCORPORATORS

The name and address of the incorporator is:

Patricia A. Mullins
150 Eglin Parkway, N. E.
Fort Walton Beach, FL 32548

ARTICLE VII. AMENDMENT

The power to amend the Articles of Incorporation of this corporation shall be vested in the Shareholders. Every amendment shall require the approval of a majority of the stock entitled to vote thereon.

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors. Any action taken under this Article shall require the approval of a majority of the Board of Directors.

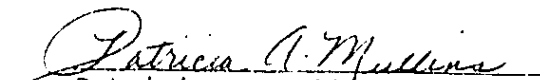
ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of February, 1995.

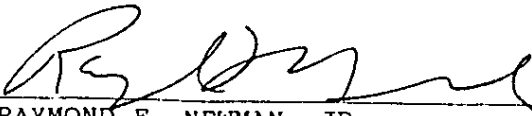

Patricia A. Mullins

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

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That VERA CRUZ DEVELOPMENT COMPANY desiring to organize under the laws of the State of Florida, with its principal office in the City of Destin, Florida, has named RAYMOND F. NEWMAN, JR., 150 Eglin Parkway, N. E., Fort Walton Beach, Florida 32548, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RAYMOND F. NEWMAN, JR.

FILED
1985 FEB 23 PM 3:00
Tallahassee, FLA

P950000/4512



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

VERA CRUZ DEVELOPMENT COMPANY
525 VERA CRUZ
DESTIN, FL

SUBJECT: VERA CRUZ DEVELOPMENT COMPANY
Ref. Number: P95000014512

Debit Memo #: 7797-V

This is to inform you that check #1230 in the amount of \$165.00 submitted with the annual report for VERA CRUZ DEVELOPMENT COMPANY has been returned by your bank because of REFER TO MAKER.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 15, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00026175

P950000/45/2

June 19, 1997

900002217799--3
-06/20/97--01004--003
****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: VERA CRUZ
DEVELOPMENT COMPANY

DEBIT MEMO: # 7797-V

CHECK #: 1230