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ACCOUNT NO. : 072100000032

REFERENCE : 931527 7108795

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : April 25, 1996

ORDER TIME : 10:48 AM

ORDER NO. : 931527

CUSTOMER NO: 7108795

700001784907

CUSTOMER: Mr. Carl T. Nicks
CARL T. NICKS

302 Santa Rosa Boulevard,
No. 4
Fort Walton Bea, FL 32548

DOMESTIC FILING

NAME: SANTA ROSA HOLDING COMPANY,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

11/26/96
[Signature]

ARTICLES OF INCORPORATION
OF
SANTA ROSA HOLDING COMPANY, INC.

FILED
CORP. SEC. DIV.
FEB 27 1964
TREASURY DEPT.

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation is SANTA ROSA HOLDING COMPANY, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock with a nominal or par value of \$1.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida, County of Okaloosa, at 302 Santa Rosa Boulevard, No. 4, Fort Walton Beach, Florida 32548. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have two directors 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.

The name and address of the member of the first Board of Directors who will serve until the first annual meeting of shareholders or until his or her successor or successors are elected and shall qualify is:

CARL T. NICKS
302 Santa Rosa Boulevard
No. 4
Fort Walton Beach, FL 32548

DREW H. STOECKEL
302 Santa Rosa Boulevard
No. 4
Fort Walton Beach, FL 32548

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

CARL T. NICKS
302 Santa Rosa Boulevard
No. 4
Fort Walton Beach, FL 32548

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The registered agent of this corporation shall be CARL T. NICKS, and the registered office of this corporation shall be 302 Santa Rosa Boulevard, No. 4, Fort Walton Beach, Florida 32548.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of April, 1996.


CARL T. NICKS, Incorporator

STATE OF FLORIDA)
COUNTY OF Pinellas) ss:

THE FOREGOING INSTRUMENT was acknowledged before me this 24th day of April, 1996, by CARL T. NICKS, who is personally known to me, or who produced _____

as identification, and who did take an oath.

 Ilda LYNN DEXTER
COMMISSION # CC 488880
EXPIRES JUN 7, 1994
BONDED THRU
ATLANTIC BONDING CO., INC.
My Commission Expires

Ilda Lynl Dexter
Notary Public Signature

Ilda Lynl Dexter
Print Notary Public Name

 Ilda LYNN DEXTER
COMMISSION # CC 488880
EXPIRES JUN 7, 1994
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: SANTA ROSA HOLDING COMPANY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Fort Walton Beach, County of Okaloosa, State of Florida, has named CARL T. NICKS, located at 302 Santa Rosa Boulevard, No. 4, Fort Walton Beach, Florida 32548, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate and said registered agent hereby agrees to act in this capacity, and to comply with the provisions of the act relative to keeping open said office.

Carl T. Nicks
CARL T. NICKS, Registered Agent

c/santa