

P96000038765

Paula G. Drummond
Attorney at Law
120 S. Alcañiz Street
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(904) 432-7555

Fax: (904) 434-6440

January 21, 1997

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

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-01/22/97--01156--010
*****35.00 *****35.00

Re: McCurley and Sayre Residential, Inc.
Document # P96000038765

Amend

Corporate Records:

Enclosed for filing are Articles of Amendment to the Articles of Incorporation for the above corporation, and my check in the amount of \$35 for the filing fees. Please file these documents on receipt of this letter, and forward confirmation to me at your earliest convenience.

Please contact me if additional information is required.

Very truly yours,

Paula G. Drummond
Paula G. Drummond

FILED
97 JAN 17 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PGD:cmq

cc: M.E. McCurley, Pres.

File #	2/17/97
Index #	1034
Volume #	1034
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

January 29, 1997

Paula G. Drummond, Esq.
120 S. Alcaniz Street
Pensacola, FL 32501

SUBJECT: MCCURLEY AND SAYRE RESIDENTIAL, INC.
Ref. Number: P96000038765

We have received your document for MCCURLEY AND SAYRE RESIDENTIAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00004662

Paula G. Drummond

*Attorney at Law
120 S. Alcaniz Street
Pensacola, Florida 32501*

(904) 432-7555

Fax: (904) 434-6140

February 14, 1997

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

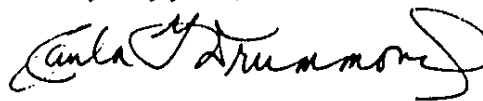
Re: McCurley and Sayre Residential, Inc.
Document # P96000038765

Corporate Records:

Pursuant to your letter of January 29, 1997, copy enclosed, I return the revised Articles of Amendment to the Articles of Incorporation for the above corporation. As you did not return my check for \$35, I assume you have deposited it and credit will be given for the filing fee for this Amendment.

Please acknowledge receipt and filing of this document at your earliest convenience.
Thank you for your assistance.

Very truly yours,



Paula G. Drummond

PGD:cmq

cc: M.E. McCurley, Pres.

RECEIVED
97 FEB 17 PM 12:48
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MCCURLEY AND SAYRE RESIDENTIAL, INC.

FILED
97 FEB 17 PM 4:48
TALLAHASSEE
FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the Articles of Incorporation of the above named corporation having document # P96000038765, and originally filed on May 6, 1996, are amended as follows:

FIRST: Article IV - Capital Stock is amended to read as follows:

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

SECOND: Article VI - Registered Office and Agent is amended to change the address of the registered office to 4400 Bayou Blvd., Suite 18-B, Pensacola, FL 32503.

THIRD: The Articles of Incorporation are amended to add new Article XI as follows:

ARTICLE XI - MAILING ADDRESS

The mailing address and the principal place of business of the corporation is 4400 Bayou Blvd., Suite 18-B, Pensacola, FL 32503.


FOURTH: The Articles of Incorporation are amended to add new Article XII as follows:

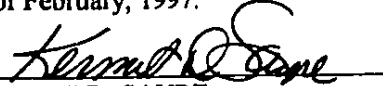
ARTICLE XII - STOCK TRANSFER RESTRICTIONS

Shares issued to shareholders in this corporation may be restricted as to resale or transfer by certain federal and state securities laws, by certain provisions of these Articles, and by a separate shareholder agreement that may be entered into between the holders of the corporation's shares at the time the agreement is executed.

FIFTH: The foregoing amendments to the Articles of Incorporation were unanimously approved and adopted by the Board of Directors and the Shareholders in a joint meeting on the 20th day of January, 1997.

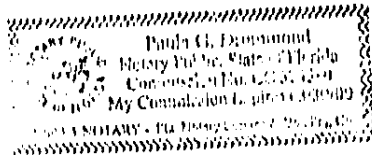
IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment having an effective date of January 20, 1997, on this 13th day of February, 1997.



MICHAEL E. MCCURLEY
Director and Shareholder
President


KERMIT D. SAYRE
Director and Shareholder

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on this 13th day of February, 1997, by Michael E. McCurley and Kermit D. Sayre, all personally known to me, who are Directors of the Florida Corporation McCurley and Sayre Residential, Inc., and who executed this instrument on behalf of the Corporation.




PAULA G. DRUMMOND
Notary Public, State of Florida
My Commission #: CC524580
My Commission expires: March 30, 2000

P96000038765

McCurley & Sayre
RESIDENTIAL

McCurley & Sayre Residential, Inc.
Coronado Square, Suite 26B • 4400 Bayou Blvd., Pensacola FL 32503
Phone: 904/477-9030 • Fax: 904/478-1127

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

April 30, 1996

ENCLOSURE
05/02/96-01021-012
****122.50 ****122.50

Dear Sir/Madam,

Please find enclosed the following:

- 1) Articles of Incorporation of McCurley and Sayre Residential, Inc.
- 2) Certificate Designating Registered Agent
- 3) Check in the amount of \$122.50
- 4) Pre-Paid / Addressed Federal Express return envelope

Please process our application to incorporate as soon as possible and return a Status Certificate to us, McCurley and Sayre Residential, Inc. at the above address.

Sincerely,

Mike McCurley
Mike McCurley
President

MM/ih
Encl.

56-96
TB

ARTICLES OF INCORPORATION
OF
MCCURLEY AND SAYRE RESIDENTIAL, INC.

ARTICLE I-NAME

The name of this corporation is
McCurley and Sayre Residential, Inc.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida and the United States.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Stock".

ARTICLE V-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4400 Bayou Blvd., Bldg. 9, Pensacola, Florida 32504 and the name of the initial registered agent of this corporation is Mike McCurley.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names

and address of the initial Board of Directors of the Corporation are: Mike McCurley and Kit Sayre, 4400 Bayou Blvd., Bldg 9, Pensacola, Florida 32504.

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator signing these Articles is: Mike McCurley, 4400 Bayou Blvd., Bldg 9, Pensacola, Florida 32503.

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify and hold harmless any Officer or Director or any former Officer or Director to the full extent of the law.

ARTICLE X-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or, any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 15 day of January 1996.

Mike McCurley
Mike McCurley

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHICH PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

FIRST, that McCurley and Sayre Residential Inc., desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at 4400 Bayou Blvd., Bldg
9, Pensacola, Florida, 32504, has named its agent to accept service
of process within Florida.

Dated this 15 day of February, 1996.

Mike McCurley
Mike McCurley

Having been named to accept service of process for the above
named 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
performance of all my duties.

Mike McCurley
Mike McCurley

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a Notary public authorized to take acknowledgments
in the State and County set forth above, personally appeared
Mike McCurley, known to be and known by me to be the person who
executed the foregoing Certificate designating registered agent,
and has produced a Drivers License as identification, and he
acknowledged before me that he agreed to be the registered agent.

IN WITNESS WHEREOF, I have set my hand and seal in the State
and County above, this 15 day of February, 1996.



Pamela Denise Williams
Notary Public
PAMELA DENISE WILLIAMS
Printed Name