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**SMITH
SAUER
DEMARIA
& JOHNSON**
ATTORNEYS AT LAW

May 7, 1996

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-05/09/96--01006--013
*****70.00 *****70.00

RE: BSJ PROPERTIES, INC.

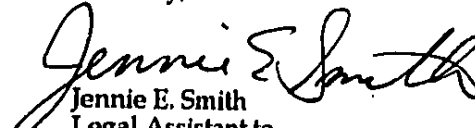
Gentlemen:

Enclosed is the signed original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a date-stamped copy to me as evidence of filing.

If you have any questions, please do not hesitate to contact us at (904) 434-2761.

Sincerely,


Jennie E. Smith
Legal Assistant to
G. Thomas Smith

/js
enclosures

FILED
96 MAY -8 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY 15 1996

ARTICLES OF INCORPORATION
OF
BSJ PROPERTIES, INC.

FILED
96 MAY -8 PM 1:07
THE DEPT. OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I-NAME

The name of this corporation is BSJ PROPERTIES, INC.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To buy, sell, exchange, lease, let, grant, improve, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto for investment purposes. Generally to do everything suitable, proper, and conducive to the successful conduct of a real estate investment business.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 510 East Zaragoza Street, Pensacola, Florida 32501. The name of the initial registered agent for the corporation at that address is G. Thomas Smith. The principal office of the corporation shall be 65 Baybridge Park, Gulf Breeze, Florida 32561.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is three (3). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
BRENDA J. BOULTON	65 Baybridge Park Gulf Breeze, FL 32561
R. SCOTT BOULTON	65 Baybridge Park Gulf Breeze, FL 32561
JEFFREY D. BOULTON	65 Baybridge Park Gulf Breeze, FL 32561

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Brenda J. Boulton	65 Baybridge Park Gulf Breeze, FL 32561

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 6th day of May, 1996.


BRENDA J. BOULTON

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared BRENDA J. BOULTON, who ✓ is personally known to me or produced a as identification and who executed the foregoing Articles of Incorporation, and she acknowledges that she subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 6th day of May, 1996.

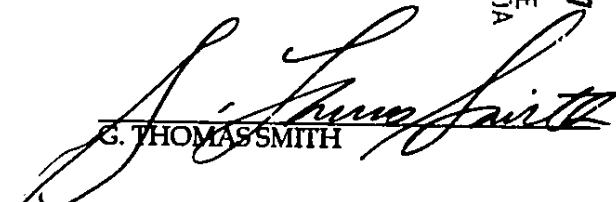


G. THOMAS SMITH
My Commission CC484284
Expires Jul. 28, 1998
Bonded by ANG
800-852-5578


Printed Name: G. Thomas Smith
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of PROPERTIES, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.


G. THOMAS SMITH

FILED
96 MAY -8 1996
TALLAHASSEE
FLORIDA
SECRETARY OF STATE