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May 10, 1996

Florida Department of State
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32315

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****122.50 ****122.50

RE: Carillon Beach Property Management, Inc.

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation of Carillon Beach Property Management, Inc. along with its Designation of Registered Agent. My firm check in the sum of \$122.50 is also enclosed for your filing fee.

If the enclosed meet with your approval, I would appreciate your filing the same and returning to the undersigned a copy of the Articles of Incorporation stating that they have been filed for my file. Thank you for your assistance in this matter and should there be any questions, please advise.

Very truly yours,

Mickie Kelly
Mickie Kelly, Legal Secretary
to Jack G. Williams

/mk

Enclosures: as referenced

FILED
MAY 13 PM 6:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CARILLON BEACH PROPERTY MANAGEMENT, INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CARILLON BEACH PROPERTY MANAGEMENT, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 (One Thousand) shares of common stock, each share having the par value of \$1.00 (One and No/100).

**ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED
OFFICE AND AGENT**

The principal office of this corporation is 23313 Front Beach Road, Carillon Beach, Florida 32413. The street address of the initial registered office of this corporation is 502 Harmon Avenue, Panama City, Florida 32401 and the name of the initial registered agent of this corporation at that address is JACK G. WILLIAMS.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
WILLIAM D. BIGGS, SR.,	23313 Front Beach Road Carillon Beach, FL 32413

WILLIAM D. BIGGS, JR.

23313 Front Beach Road
Carillon Beach, FL 32413

JEANNE DESIREE BIGGS BARNES

23313 Front Beach Road
Carillon Beach, FL 32413

ARTICLE VII. - INCORPORATORS

The name and address of the person signing these Articles is:

Name

Address

JACK G. WILLIAMS

502 Harmon Avenue
Panama City, FL 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 16th day of
May, 1996.


JACK G. WILLIAMS

STATE OF FLORIDA,
COUNTY OF BAY.

BEFORE ME, the undersigned authority, this day personally appeared JACK G. WILLIAMS, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid, this 16th day of May, 1996.


Notary Public, Sign


Notary Public, Print

My commission expires:



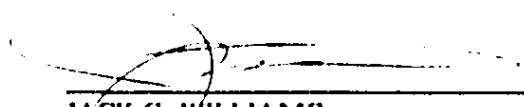
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

First, that CARILLON BEACH PROPERTY MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 23313 Front Beach Road, Carillon Beach, Florida 32413, has named JACK G. WILLIAMS, located at 502 Harmon Avenue, Panama City, Florida 32401 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated 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.



JACK G. WILLIAMS
Registered Agent

FILED
JUN 13 PM 6:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA