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MICHAEL WM MEAD

Attorney at Law

POST OFFICE DRAWER 1329
24 WALTER MARTIN ROAD
FORT WALTON BEACH, FLORIDA 32549-1329
TELEPHONE (904) 243-3135
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May 16, 1996

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Gateway of Northwest Florida, Inc.

Gentlemen:

Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$122.50 which represents the following:

Filing fee	\$ 35.00
Certified copies	52.50
Registered agent	35.00

Thank you for your assistance and cooperation in this matter.

Sincerely,

MICHAEL WM MEAD

MWM/mw

Enclosures: a/s

FILED
25 MAY 20 AM 10:16
TALLAHASSEE, FLORIDA

(ltr)corporat.ltr/mw

SN MAY 28 1996

FILED
COUNTY CLERK
MALLANASSEE, FLORIDA
JAN 20 AM 10:16

ARTICLES OF INCORPORATION
OF
GATEWAY OF NORTHWEST FLORIDA, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.
Name

The name of this corporation is:

GATEWAY OF NORTHWEST FLORIDA, INC.

ARTICLE II.
Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.
Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.
Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is NINE HUNDRED (900) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V.
Address

The principal place of business of this corporation shall be 24 Walter Martin Road, Fort Walton Beach, Florida 32548, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII.
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.
Officers

The names and addresses of the President, Vice-President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
CRAIG J. KRUSE	10 Racetrack Road N.W. Fort Walton Beach Florida 32547	President
RANDY DELCHAMPS	600 Bel Air Boulevard Suite 131 Mobile, Alabama 36606	Vice-President
WILLIAM M. LYON	Post Office Box 16124 Mobile, Alabama 36616	Secretary/ Treasurer

ARTICLE IX.
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
CRAIG J. KRUSE	10 Racetrack Road N.W. Fort Walton Beach Florida 32547	300
RANDY DELCHAMPS	600 Bel Air Boulevard Suite 131 Mobile, Alabama 36606	300
WILLIAM M. LYON	Post Office Box 16124 Mobile, Alabama 36616	300

ARTICLE X.
Registered Agent

The Registered Agent of the corporation shall be: MICHAEL Wm MEAD, and the street address of the office, place of business or location for the service of process within this State shall be: 24 Walter Martin Road, Fort Walton Beach, Florida 32548.

IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 15th day of May, 1996


CRAIG J. KRUSE

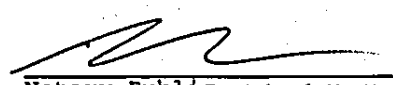

RANDY DELCHAMPS

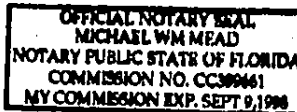

WILLIAM M. LYON

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by CRAIG J. KRUSE,
this 15th day of May, 1996,

X who is personally known to me, or
who has produced _____
as identification.



Notary Public Michael Wm Mead
My Commission Expires:

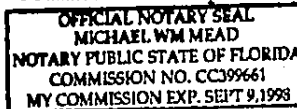


STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by RANDY DELCHAMPS,
this 15th day of May, 1996,

X who is personally known to me, or
who has produced _____
as identification.

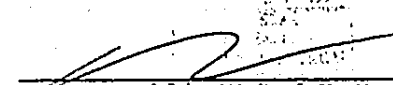

Notary Public Michael Wm Mead
My Commission Expires:

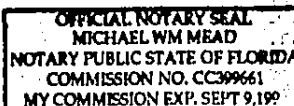


STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by WILLIAM M. LYON,
this 15th day of May, 1996,

X who is personally known to me, or
who has produced _____
as identification.


Notary Public Michael Wm Mead
My Commission Expires:



MICHAEL WM MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH,
FLORIDA 32549-1329

(ws)gateway.art/mw

STATE OF FLORIDA
DEPARTMENT OF STATE

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: GATEWAY OF NORTHWEST FLORIDA, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 24 Walter Martin Road, Fort Walton Beach, Florida 32548, has named MICHAEL Wm MEAD, located at 24 Walter Martin Road, Fort Walton Beach, Okaloosa County, Florida 32548, 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 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.


MICHAEL Wm MEAD

MICHAEL Wm MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1329
FORT WALTON BEACH
FLORIDA 32548-1329

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