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August 1, 1996

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

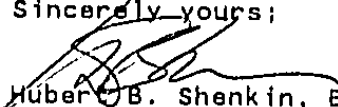
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*****70.00 *****70.00

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation for filing from THOMPSON REALTY & DEVELOPMENT CORP. Also enclosed is a check in the amount of \$70.00 for the filing fee. Kindly stamp the copy as received and return with your letter in the enclosed self-addressed, stamped envelope.

Thank you.

Sincerely yours;


Hubert B. Shenkin, Esq.
HBS:ndp
Encl.

FILED
96 AUG -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER AUG 9 1996

ARTICLES OF INCORPORATION
OF
THOMPSON REALTY & DEVELOPMENT CORP.

FILED
96 AUG -7 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation.

ARTICLE I

The name of the corporation shall be:

THOMPSON REALTY & DEVELOPMENT CORP.

ARTICLE II

The corporation shall commence to be in existence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and the term of existence shall be perpetual.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is 500 shares, all of which shall be common shares with individual par value of \$1.00.

ARTICLE V

The street address of the initial registered office of the corporation shall be THOMPSON REALTY & DEVELOPMENT CORP., 4475 U.S. Route 1 South, Suite 202, St. Augustine, FL 32086, and the name of the initial registered agent at that address shall be JOHN WESLEY THOMPSON.


JOHN WESLEY THOMPSON

ARTICLE VI

The initial Board of Directors of the Corporation shall consist of two members:

JOHN WESLEY THOMPSON, 4475 U.S. Route 1 South, Suite 202, St. Augustine, FL 32086.

PERRY ROBINS, 4475 U.S. Route 1 South, Suite 202, St. Augustine, FL 32086.

The following is submitted in accordance with the provisions of Florida Statute 607.0721, "Voting Entitlement Of Shares":

DIRECTORS & STOCKHOLDERS	SHARES	VOTING POWERS
JOHN WESLEY THOMPSON	150	49%
PERRY ROBINS	150	51%


ARTICLE VII

The address of the principal office of this Corporation shall be:

THOMPSON REALTY & DEVELOPMENT CORP., 4475 U.S. Route 1 South, Suite 202, St. Augustine, FL 32086

ARTICLE VIII

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of August, 1996.


JOHN WESLEY THOMPSON, Incorporator
THOMPSON REALTY & DEVELOPMENT CORP.
4475 U.S. Route 1 South, Suite 202
St. Augustine, FL 32086

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JOHN WESLEY THOMPSON known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; personally known, and that an oath was taken.

Witness my hand and official seal in the County and State last
aforesaid this 1st day of August, A.D. 1996.

My Commission Expires:



ANGELA M. DUNKELMANN
COMMISSION # CC420505
EXPIRES NOV 14, 1998
NOTARY PUBLIC
ATLANTIC BONDING CO., INC.

Angela Dunkelmann
Notary Signature

Angela Dunkelmann
Printed Notary Signature

The following is submitted, in compliance with Chapter
48.091, Florida Statutes.

THOMPSON REALTY & DEVELOPMENT CORP..

a corporation organizing under the laws of the State of Florida
with its principal office at located at THOMPSON REALTY &
DEVELOPMENT CORP., 4475 U.S. Route 1 South, Suite 202, St.
Augustine, FL 32086 has named JOHN WESLEY THOMPSON, located at
THOMPSON REALTY & DEVELOPMENT CORP., 4475 U.S. Route 1 South,
Suite 202, St. Augustine, FL 32086, as its agent to accept
service of process within this State.

OFFICERS AND DIRECTORS

NAME	TITLE	SPECIFIC ADDRESS
JOHN WESLEY THOMPSON	Pres. & Dir.	4475 U.S. Route 1 South Suite 202 St. Augustine, FL 32086
PERRY ROBINS, V.P. & Dir.		4475 U.S. Route 1 South Suite 202 St. Augustine, FL 32086

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to
keep office open during prescribed hours; to post my name (and
any other officers of said corporation authorized to accept
service of process at above Florida designated address) in some
conspicuous place in the office as required by Law.

John Wesley Thompson

JOHN WESLEY THOMPSON
THOMPSON REALTY & DEVELOPMENT CORP.
4475 U.S. Route 1 South, Suite 202
St. Augustine, FL 32086