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PRESTIGE FILE  
LEGAL & FINANCIAL SERVICES

ACCOUNT NUMBER OF 072106000032

REFERENCE : 071226 81034A

AUTHORIZATION : *Patricia Pizjuts*

COST LIMIT : \$ 122.50

ORDER DATE : August 30, 1996

ORDER TIME : 10:55 AM

ORDER NO. : 071226

500001886745

CUSTOMER NO: 81034A

CUSTOMER: Michael W. Mead, Esq  
MICHAEL WM. MEAD, ESQ

P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: 1031 INTERMEDIARY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Princess Laguio

EXAMINER'S INITIALS:

FILED  
96 AUG 30 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KR*  
*8.30.96*

FILED  
95 AUG 30 PM 2:56  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

ARTICLES OF INCORPORATION

OF

1031 INTERMEDIARY, 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:

1031 INTERMEDIARY, 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 FIVE HUNDRED (500) 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 5 Sleepy Hollow Drive, Mary Esther, Florida 32569 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>
MICHAEL P. SHEPPARD	Post Office Box 1269 Fort Walton Beach Florida 32549	President
LEILA J. EVANS	88 Crest Place Destin, Florida 32541	Vice President 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>
MICHAEL P. SHEPPARD	Post Office Box 1269 Fort Walton Beach Florida 32549	500

ARTICLE X.  
Registered Agent

The Registered Agent of the corporation shall be: MICHAEL P. SHEPPARD, and the street address of the office, place of business or location for the service of process within this State shall be: 5 Sleepy Hollow Drive, Mary Esther, Florida 32569.


IN WITNESS WHEREOF, the undersigned has hereunto executed these presents this 29<sup>th</sup> day of August, 1996.

  
MICHAEL P. SHEPPARD

STATE OF FLORIDA  
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by MICHAEL P.  
SHEPPARD, this 29<sup>th</sup> day of August, 1996,

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

  
Notary Public  
My Commission Expires:

OFFICIAL NOTARY SEAL  
MICHAEL WM MEAD  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC399661  
MY COMMISSION EXP. SEPT 9, 1998

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

(ws)1031.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: 1031 INTERMEDIARY, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 5 Sleepy Hollow Drive, Mary Esther, Florida 32569, has named MICHAEL P. SHEPPARD, located at 5 Sleepy Hollow Drive, Mary Esther, Okaloosa County, Florida 32569, 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 P. SHEPPARD

FILED  
96 AUG 30 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA