

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000084366



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 117515 81034A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : October 11, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 117515

CUSTOMER NO: 81034A

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

900001972009

P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: HOLBROOK HILLS, 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: Juan E Jones

EXAMINER'S INITIALS:

FILED
96 OCT 11 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 11 PM 12:58
DIVISION OF CORPORATIONS

10.14.96
KR

FILED
96 OCT 11 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOLBROOK HILLS, 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: HOLBROOK HILLS, 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 ONE THOUSAND (1,000) 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 RR 2, Highway 2, Laurel Hill, FL 32567 however, the business shall also be conducted at such other places, such

MICHAEL WM MEAD
ATTORNEY AT LAW
26 WALTER MARTIN ROAD
P. O. DRAWER 1379
FORT WALTON BEACH
FLORIDA 32549-1329

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, Secretary, and

Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Deborah A. Holbrook	941-D Ashley Lane Fort Walton Beach, Florida 32547	President
Cynthia Jo Holbrook	941-F Ashley Lane Fort Walton Beach, Florida 32547	Vice President
Kathrine C. Holbrook	Finisterra Condominium #10A 101 Old Ferry Road Shalimar, FL 32579	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:

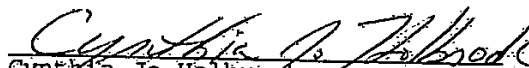
<u>Name</u>	<u>Address</u>	<u>Shares</u>
Deborah A. Holbrook	941-D Ashley Lane Fort Walton Beach, Florida 32547	200 shares
Cynthia Jo Holbrook	941-F Ashley Lane Fort Walton Beach, Florida 32547	200 shares
Kathrine C. Holbrook	Finisterra Condominium #10A 101 Old Ferry Road Shalimar, FL 32579	200 shares

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 10th day of October, 1996.


Deborah A. Holbrook

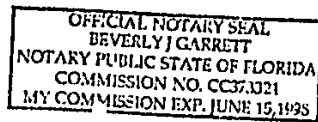

Cynthia Jo Holbrook


Kathrine C. Holbrook

STATE OF FLORIDA
COUNTY OF OKALCOOSA

The foregoing instrument was acknowledged before me this 10th day of October, 1996, by DEBORAH A. HOLBROOK
or X who is personally known to me,

_____ who has produced _____
as identification.



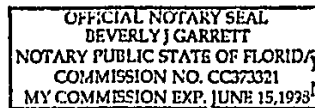
Beverly J. Garrett
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this
10th day of October, 1996, by CYNTHIA JO HOLBROOK

or X who is personally known to me,

_____ who has produced _____
as identification.



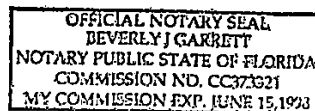
Beverly J. Garrett
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this
10th day of October, 1996, by KATHERINE C. HOLBROOK

or X who is personally known to me,

_____ who has produced _____
as identification.



Beverly J. Garrett
Notary Public
My Commission Expires:

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.

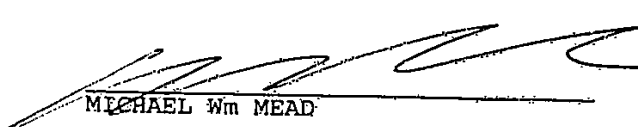
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

HOLBROOK HILLS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at RR 2, Highway 2, Laurel Hill, FL 32567, 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

WS\Holbrook RA
MWM/bjg

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

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