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MICHAEL WM MEAD

Attorney at Law

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24 WALTER MARTIN ROAD
PORT WALTON BEACH, FLORIDA 32649-1320
TELEPHONE (904) 243-3135
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October 22, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

300001984493--2
-10/23/96--01090--008
****122.50 ****122.50

Re: THOMAS COVE DEVELOPMENT, INC.

Gentlemen:

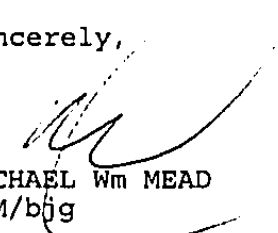
Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter.

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/bjg

Enclosures: a/s

WS\ThomasCove.SS
#6288bjg

OCT 24 1996

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FILED
96 OCT 23 PM 12:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED
96 OCT 23 PM 12:24
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THOMAS COVE DEVELOPMENT, 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: THOMAS COVE DEVELOPMENT, 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 501 Fallin Waters 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, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Robert D. Donovan	168 Country Club Road Shalimar, FL 32578	President
William E. Zuppa	501 Fallin Waters Drive Mary Esther, FL 32569	Treasurer
Wayne T. Boyette	P.O. Box 235 Fort Walton Beach, FL 32549	Vice- President
C. Wayne Jones	P.O. Box 235 Fort Walton Beach, FL 32549	Secretary

ARTICLE IX.
Subscribers

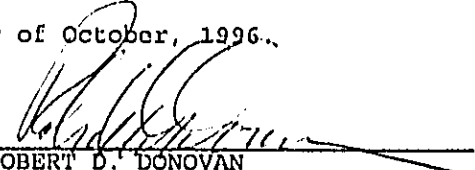
The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

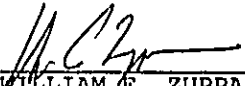
<u>Name</u>	<u>Address</u>	<u>Shares</u>
Robert D. Donovan	168 Country Club Road Shalimar, FL 32578	250 shares
William E. Zuppa	501 Fallin Waters Drive Mary Esther, FL 32569	250 shares
Wayne T. Boyette	P.O. Box 235 Fort Walton Beach, FL 32549	250 shares
C. Wayne Jones	P.O. Box 235 Fort Walton Beach, FL 32549	250 shares

ARTICLE X.
Registered Agent

The Registered Agent of the corporation shall be: WILLIAM E. ZUPPA, and the street address of the office, place of business or location for the service of process within this State shall be: 501 Fallin Waters Drive, Mary Esther, Florida 32569.

IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 16th day of October, 1996.


ROBERT D. DONOVAN

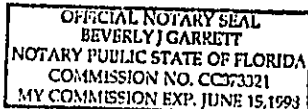

WILLIAM E. ZUPPA

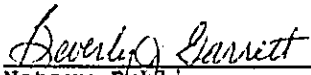

WAYNE T. BOYETTE


C. WAYNE JONES

STATE OF FLORIDA
COUNTY OF OKALOOSA

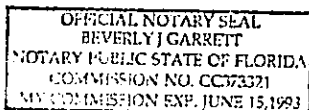
The foregoing instrument was acknowledged before me this 7th day of October, 1996, by ROBERT D. DONOVAN, who is personally known to me.

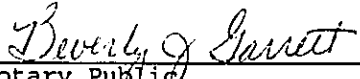



Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

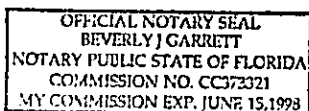
The foregoing instrument was acknowledged before me this 15th day of October, 1996, by WILLIAM E. ZUPPA, who is personally known to me.

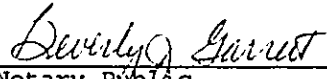



Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

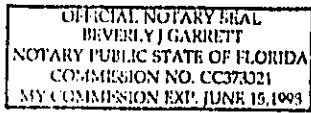
The foregoing instrument was acknowledged before me this 16th day of October, 1996, by WAYNE T. BOYETTE, who is personally known to me.




Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this
14th day of October, 1996, by C. WAYNE JONES, who is
personally known to me.



Beverly J. Garrett
Notary Public
My Commission Expires:

WS\ThomasCove.Articles
#bjg

MICHAEL WM MEAD
ATTORNEY AT LAW
24 WALTER MARTIN ROAD
P. O. DRAWER 1129
FORT WALTON BEACH
FLORIDA 32549-1129

FILED
96 OCT 23 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

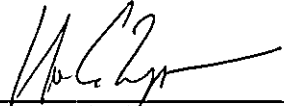
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

THOMAS COVE DEVELOPMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 501 Fallin Waters Drive, Mary Esther, Florida 32569, has named WILLIAM E. ZUPPA located at 501 Fallin Waters 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.



WILLIAM E. ZUPPA

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MWM/bjg