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FROM: BURKE & BLUE, P.A.

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CONTACT: DONNA MILES OR DICK BERANEK
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NAME: ROYAL PALMS DEVELOPMENT CORPORATION

AUDIT NUMBER.....H96000015206

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TELECOPIER TRANSMISSION

DATE: October 30, 1996

SEND TO: Dana Calloway
Division of Corporation
(904) 922-4001

FROM: SHERRI DENTON MALLORY

FILE NAME : COMMENTS: REGARDING YOUR LETTER NUMBER: 896A00049805

FOLLOWING PLEASE FIND THE REVISED ARTICLES CHANGING THE CORPORATION NAME FROM ROYAL PALMS DEVELOPMENT CORPORATION TO ROYAL PALMS OF NAVARRE DEVELOPEMENT CORPORATION

1 COVER PAGE 4 DOCUMENT PAGES 5 TOTAL PAGES

OUR OFFICE NUMBER IS: 904/769-1414. OUR TELECOPIER NUMBER IS 904/784-0857. IF YOU NEED HELP WITH THIS TRANSMISSION, ASK FOR: PAULA A. COX.

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ARTICLES OF INCORPORATION

OR

Royal Palms of Navarre Development Corporation

Article I - Name

The name of this corporation is Royal Palms of Navarre Development Corporation. The initial street address of the principal office is 245 Hunters View, Roswell, Georgia, 30075 and the mailing address is 245 Hunters View, Roswell, Georgia, 30075.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles, which date of existence shall begin October 29, 1996.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 221 McKenzie Avenue, Panama City, Florida 32401 and the name of the initial registered agent of this corporation at that address is Sherri Denton Mallory.

Article VI - Initial Board of Directors

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Timothy J. Dodson	President/Director 245 Hunters View Roswell, GA 30075
Timothy J. Dodson	Secretary/Treasurer/Director 245 Hunters View Roswell, GA 30075

Sherri Denton Mallory, Esq.
Burke & Blue, P.A.
221 McKenzie Avenue
Panama City, FL 32401
(904) 769-1414
Florida Bar No. 0699136

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Article VII - Incorporation

The name and address of the person signing these Articles is as follows:

Sherrri Denton Mallory 221 McKenzie Avenue
Panama City, FL 32401

Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Preemptive Rights

Every Shareholder, upon the sale for cash or any stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XI - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 30th day of

October, 1996.

Sherrri Denton Mallory
SHERRI DENTON MALLORY

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30th day of October, 1996, by SHERRI DENTON MALLORY, who, did not take an oath, and who,

(notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.



PAULA A. COX
My Comm. Exp. 01/18/2000
No. 00578235

Paula A. Cox
Paula A. Cox
Notary Public

Personally Known Other ID.

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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 - That Royal Palms of Navarre Development Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named Sherri Denton Mallory, located at 221 McKenzie Avenue, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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.

Sherri Denton Mallory

Sherri Denton Mallory
(Registered Agent)

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