

Arthur Rutenberg

PA6000091146

October 10, 1996

Division of Corporations
409 East Ganes Street
Tallahassee, FL 32314

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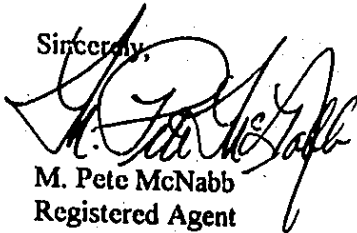
Re: Filing Corporation Documents for M. Pete McNabb of Northwest Florida, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for the above named Corporation along with a check for \$122.50. Please process and return these documents.

If you should have any questions, please contact me at (941) 378-3878.

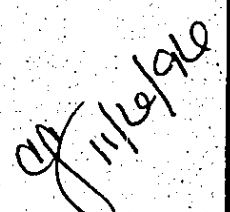
Sincerely,


M. Pete McNabb
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -6 PM 1:27

624-625-

W96-22669





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -6 PM 1:27

October 24, 1996

M. PETE MCNABB, INC.
2201 CANTU COURT #110
SARASOTA, FL 34232

SUBJECT: M. PETE MCNABB OF NORTHWEST FLORIDA, INC.
Ref. Number: W96000022669

We have received your document for M. PETE MCNABB OF NORTHWEST FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 196A00049204

Arthur Rutenberg

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -6 PM 1:27

November 4, 1996

Division of Corporations
409 East Ganes Street
Tallahassee, Florida 32314

Re: Filing Corporation Documents for M. Pete McNabb of Northwest Florida, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for the above named Corporation along with a check for \$122.50. Please process and return these documents.

If you should have any questions, please contact me at (941) 378-3878.

Sincerely,

M. Pete McNabb
by EJA

M. Pete McNabb
Registered Agent

MPM/kk

EFFECTIVE DATE

11/01/96

**ARTICLES OF INCORPORATION
OF
M. PETE McNABB OF NORTHWEST FLORIDA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -6 P11 1:28

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is **M. PETE McNABB OF NORTHWEST FLORIDA, INC.**

II.

Term of Existence

Corporate existence will commence on November 1, 1996, in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence.

III.

Principal Office

The principal office of the Corporation is 400 Gulf Breeze Parkway, Suite 204, Gulf Breeze, FL 32561.

IV.

Capital Stock

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, designated as Common Stock.

V.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 400 Gulf Breeze Parkway, Suite 204, Gulf Breeze, FL 32561. The name of its initial registered agent at such address is M. Pete McNabb.

VI.
Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation must always have at least 1, but no more than 5, directors. The name and address of the initial director of the Corporation, who will serve until her successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
M. Pete McNabb	400 Gulf Breeze Parkway Suite 204 Gulf Breeze, Florida 33458

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
M. Pete McNabb	400 Gulf Breeze Parkway Suite 204 Gulf Breeze, Florida 33458

VIII.
Affiliated Transactions

Pursuant to the provisions of §607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in §607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
Bylaws

The power to adopt, alter, amend or repeal bylaws is vested in the Corporation's Board of Directors.

X.
Indemnification

The Corporation must indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

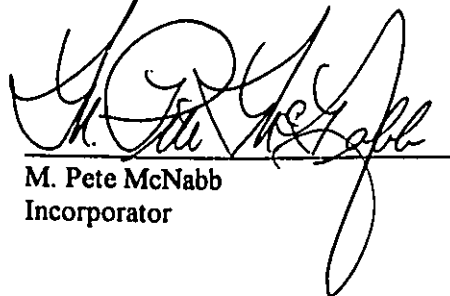
XI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

XII.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on November 1, 1996.



M. Pete McNabb
Incorporator

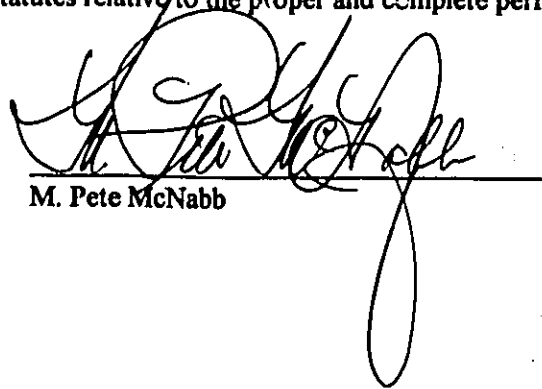
ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: November 1, 1996



M. Pete McNabb