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STUBBLEFIELD & ASSOCIATES, P.A.

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

3900 LAKELAND DRIVE, SUITE 401

LAKELAND OAKS

JACKSON, MISSISSIPPI 39208

J. STEPHEN STUBBLEFIELD
EDWIN WOODS, JR.

TRANSMITTAL LETTER

96 NOV 15 11:04
FILED
TALLAHASSEE, FLORIDA
TELEPHONE
(904) 938-4910
FACSIMILE
(904) 938-4920

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/15/96--01037--015
****122.50 ****122.50

SUBJECT: Shalimar Marina, Inc.

Enclosed is an original and two (2) copies of the Articles of Incorporation and the Certificate of Designation of Registered Agent/Registered Office for the subject corporation. Additionally, our check in the amount of \$122.50 is enclosed together with a self-addressed, stamped envelope for the return of a certified copy of each of the enclosed original documents.

FROM: Edwin Woods, Jr.
STUBBLEFIELD & ASSOCIATES, P.A.
3900 Lakeland Drive, Suite 401
Jackson, Mississippi 39208
(601) 936-4910

R. Underhill NOV 20 1996

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SHALIMAR MARINA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

100 Old Ferry Road
Post Office Box 1104
Shalimar, Florida 32579

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ROBERT P. MAXON, JR.
100 Old Ferry Road
Post Office Box 1104
Shalimar, Florida 32579

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

EDWIN WOODS, JR.
Stubblefield & Associates, P.A.
3900 Lakeland Drive, Suite 401
Jackson, Mississippi 39208
(601) 936-4910

The undersigned incorporator has executed these Articles of Incorporation this 21st day of October, 1996.

Edwin Woods, Jr.
Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

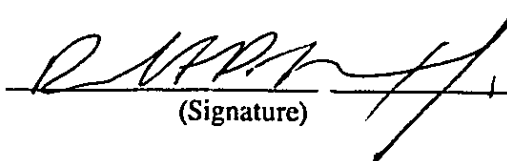
1. The name of the corporation is: **SHALIMAR MARINA, INC.**

2. The name and address of the registered agent and office is:

**ROBERT P. MAXON, JR.
100 Old Ferry Road
Post Office Box 1104
Shalimar, Florida 32579**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

October 21, 1996
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314