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OVERSTREET and WARNER, P.A.

Attorneys at Law

475 Harrison Avenue, Suite 101
Panama City, FL 32401
(904) 913-1850
FAX (904) 913-1856

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Also licensed in the
District of Columbia

Deborah M. Overstreet*
William G. Warner

November 14, 1996

Division of Corporations
Department of State State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

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-11/19/96--01023--019
****131.25 ****131.25

Re: Three Fam, Inc.

Dear Sir:

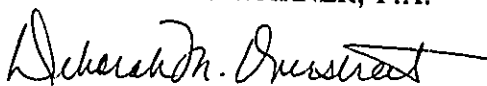
Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. In addition, please find a check for \$131.25 representing the following fees:

Articles of Incorporation	\$35.00
Registered Agent Fee	\$35.00
Certified Copy of Articles	\$52.50
Certificate Under Seal	\$ 8.75

Please return the certified copy of the Articles plus the Certificate under seal to me at the above-listed address. Should you need further information from me or have any questions regarding the enclosed documents, please feel free to call me.

Sincerely,

OVERSTREET and WARNER, P.A.



Deborah M. Overstreet, Esq.

Enclosures
DMO:ms

KH
11-26-96

ARTICLES OF INCORPORATION
OF
THREE FAM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. The name of this corporation shall be:

THREE FAM, INC.

2. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

3. The capital stock of this corporation shall consist of 1000 shares of common stock having a par value of \$1.00 per share.

4. This corporation shall have a perpetual existence.

5. The date when the corporate existence of this corporation shall begin is at the time of subscription and acknowledgement of these Articles of Incorporation, that is, November 14, 1996.

6. The initial street address of the principal office of this corporation is 14107 Pelican Street, Panama City Beach, Florida 32413 and Deborah M. Overstreet, 475 Harrison Avenue, Suite 101, Panama City, Florida 32401, is hereby designated as resident agent for this corporation.

7. This corporation shall have at least one (1) director but not more than three (3), but the By-Laws of this corporation may provide for such increase in the number thereof as is authorized by law.

8. The name and street address of the first Board of Directors is as follows:

<u>Name</u>	<u>Street Address</u>
Margaret Jo Stalvey	14107 Pelican Way Panama City Beach, Florida 32413
Trina S. Odum	125 Circle Drive Panama City Beach, Florida 32413

9. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Deborah M. Overstreet	475 Harrison Avenue, Suite 101 Panama City, Florida 32401

10. The officers of this corporation shall be a President and Secretary and such other officers or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 14th day of November, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.


Deborah M. Overstreet

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

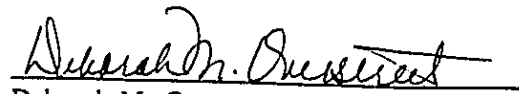
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that THREE FAM, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Panama City Beach, County of Bay, State of Florida, has named Deborah M. Overstreet, located at 475 Harrison Avenue, Suite 101, 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 the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Deborah M. Overstreet
(Resident Agent)