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TALLAHASSEE, FL 32301-2607
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networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 189002-0052

REFERENCE : 189002 81034A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizutto

ORDER DATE : December 16, 1996

ORDER TIME : 8:47 AM

500002029445--5

ORDER NO. : 189002-005

CUSTOMER NO: 81034A

CUSTOMER: Michael W. Mead, Esq
MICHAEL WM. MEAD, ESQ

P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: MIRAMAR PLACE DEVELOPMENT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
96 DEC 16 PM 12:09
RECEIVED
96 DEC 16 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

12-16-96
[Signature]

FILED
96 DEC 16 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIRAMAR PLACE 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:

MIRAMAR PLACE 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

ARTICLE V.

Address

The principal place of business of this corporation shall be 24 Bay Drive S.E., Fort Walton Beach, Florida 32548, 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

<u>Name</u>	<u>Address</u>	<u>Office</u>
GARY McMICHAEL	610 Brian Circle Mary Esther, Florida 32569	President
EARL MITCHELL	24 Bay Drive S.E. Fort Walton Beach Florida 32548	Vice President
LISA McMICHAEL	610 Brian Circle Mary Esther, Florida 32569	Secretary
SYLVIE MITCHELL	24 Bay Drive S.E. Fort Walton Beach Florida 32548	Treasurer

ARTICLE IX.
Subscribers

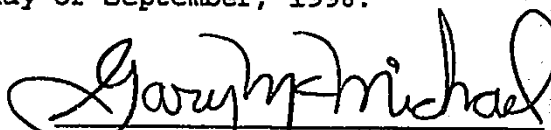
The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

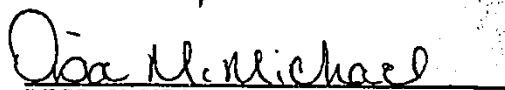
<u>Name</u>	<u>Address</u>	<u>Shares</u>
GARY McMICHAEL and LISA McMICHAEL	610 Brian Circle Mary Esther, Florida 32569	250
EARL MITCHELL and SYLVIE MITCHELL	24 Bay Drive S.E. Fort Walton Beach Florida 32548	250

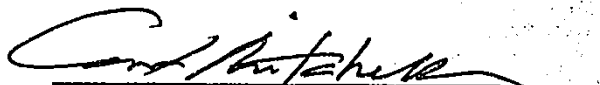
ARTICLE X.
Registered Agent

The Registered Agent of the corporation shall be: GARY McMICHAEL, and the street address of the office, place of business or location for the service of process within this State shall be: 323 Page Bacon Road, Mary Esther, Florida 32569.

IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 23rd day of September, 1996.


GARY McMICHAEL


LISA McMICHAEL



EARL MITCHELL

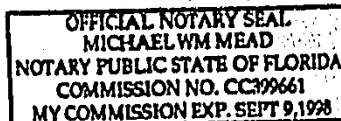

SYLVIE MITCHELL

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by GARY McMICHAEL,
this 23rd day of September, 1996,

XX who is personally known to me, or
who has produced _____
as identification.


Notary Public Michael Wm Mead
My Commission Expires:



STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by LISA McMICHAEL,
this 23rd day of September, 1996,

XX who is personally known to me, or
who has produced _____
as identification.



Notary Public Michael Wm Mead
My Commission Expires:

96 DEC 16 PM 12:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by EARL MITCHELL,
this 23rd day of September, 1996,

XX who is personally known to me, or
who has produced _____
as identification.


Notary Public Michael Wm Mead
My Commission Expires:

OFFICIAL NOTARY SEAL
MICHAEL WM MEAD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC399661
MY COMMISSION EXP. SEPT 9, 1998

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by SYLVIE MITCHELL,
this ~~23rd day of September~~, 1996,
13th day of December

who is personally known to me, or
XX who has produced Florida Driver's License
as identification.


Notary Public
My Commission Expires:

OFFICIAL NOTARY SEAL
MARILYN L. WENTWORTH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC478709
MY COMMISSION EXP. JULY 13, 1999

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
96 DEC 16 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

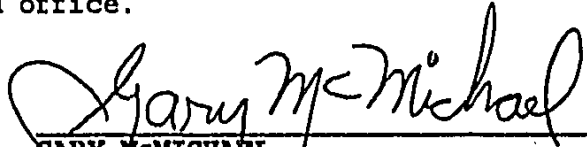
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: MIRAMAR PLACE 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 24 Bay Drive S.E., Fort Walton Beach, Florida 32548, has named GARY McMICHAEL, located at ^{323 Page Bacon Road,} ~~610 Brian Circle,~~ Mary Esther, Okaloosa County, Mary Esther, 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.


GARY McMICHAEL