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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CROFT GENERAL CONTRACTORS, INC.

AUDIT NUMBER.....H97000000363

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
CROFT GENERAL CONTRACTORS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is CROFT GENERAL CONTRACTORS, INC.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ONE HUNDRED (100) SHARES OF COMMON STOCK having a par value of ONE AND 00/100 DOLLARS (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Douglas A. Hutcheson
501 Mary Esther Blvd., Suite 1
Ft. Walton Beach, FL 32548

FBN. 492647
DOUGLAS A. HUTCHESON
ATTORNEY AT LAW
501 MARY ESTHER BLVD. SUITE
FORT WALTON BEACH, FL 32548
(904) 243-5119

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**ARTICLE VI
STOCKHOLDERS**

The business of the corporation and the conduct of its affairs shall be managed by its common shareholders; this provision shall be binding upon all common shareholders, their transferees, and assignees, and shall be valid only so long as its shares are not listed on a national securities exchange or regularly quoted over the market counter. At no time shall the number of stockholders of the corporation exceed ten (10).

**ARTICLE VII
INCORPORATOR**

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

Douglas A. Hutcheson
501 Mary Esther Cutoff
Ft. Walton Beach, Florida 32548

**ARTICLE VIII
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE IX
AUTHORITY TO ACT**

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders.

**ARTICLE X
OFFICERS**

The initial officers and stockholders of this corporation shall be as follows:

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Thomas J. Croft
President/Treasurer
60 Sea Croft Road
Santa Rosa Beach, Florida 32459

500 shares

Flynn D. Morris, Jr.
Vice President/Secretary
475 Blue Mountain Beach Drive
Santa Rosa Beach, Florida 32459

500 shares

**ARTICLE XI
PRINCIPAL OFFICE**

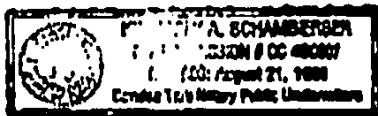
The initial principal office of the corporation shall be at 60 Sea Croft Road, Santa Rosa Beach, Florida 32459. Said principal office may be moved or relocated from time to time to better meet the needs of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on December 31, 1998.


DOUGLAS A. HUTCHESON

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public, personally appeared DOUGLAS A. HUTCHESON who produced a driver's license as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on December 31, 1998.




NOTARY PUBLIC
My Commission Expires:

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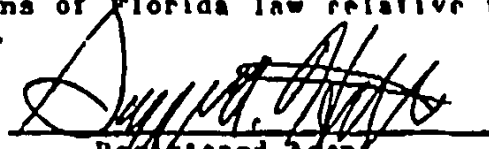
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That CROFT GENERAL CONTRACTORS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 60 Sea Croft Road, Santa Rosa Beach, Florida 32459, State of Florida, has named DOUGLAS A. HUTCHESON, located at 501 Mary Esther Blvd., Suite 1, Ft. Walton Beach, FL 32548, County of Okaloosa, 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-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Registered Agent

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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