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Urban J.W. Patterson

Attorney at Law
A Professional Association

Lorraine Lewis, P.A.

of counsel

82681 Overseas Highway
P.O. Box 783
Islamorada, Florida 33036
(305) 664-5065
FAX (305) 664-2633

Reply to:

341 Third Street South
St. Petersburg, Florida 33701
(813) 823-7106
FAX (813) 821-5969

January 6, 1997

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

Re: C & S PROPERTIES, INC.

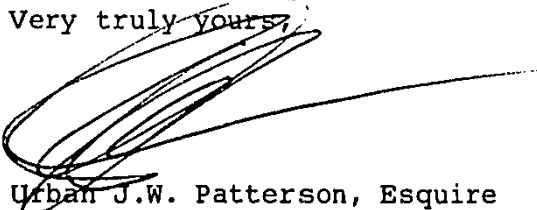
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*****70.00 *****70.00

Gentlemen:

Enclosed herewith please find one original and one copy of
Articles of Incorporation along with a check in the amount
of \$70.00.

I would appreciate your filing the articles and forwarding a
conformed copy to this office.

Very truly yours,


Urban J.W. Patterson, Esquire

UJWP/as

Enclosures

JAN 15

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

C & S PROPERTIES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is C&S Properties, Inc.

2. The term of existence of the corporation shall be perpetual.

3. The principal office and the mailing address of the Corporation is 434 15th Avenue North, St. Petersburg, Florida 33704.

4. The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any business, activity, contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.

5. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

The holders of the shares shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from preemptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

6. The street address of the initial registered office of the corporation in Pinellas County, Florida, is as follows:

434 15th Avenue North
St. Petersburg, Florida 33704

7. The name and address of each incorporator of the corporation is as follows:

Urban J.W. Patterson, Esquire
82681 Overseas Highway
Islamorada, Florida 33036

8. The corporation shall have a Board of Directors of three (3) director initially. The number of directors

shall be prescribed by the By-Laws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

William M. Coffman
434 15th Avenue North
St. Petersburg, Florida 33704

9. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

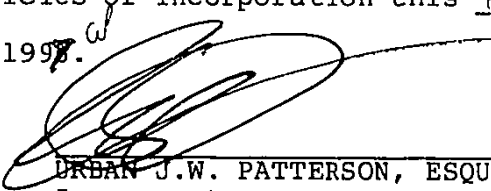
10. The name and address of the initial registered agent is as follows:

Urban J.W. Patterson, Esquire
82681 Overseas Highway
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11. Meetings of shareholders may be held within or without the State of Florida, as the By-Laws may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation.

12. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this 6th day of January, 1998.


URBAN J.W. PATTERSON, ESQUIRE
Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 6th day of January, 1998, by Urban J.W. Patterson, who is personally known to me or who has produced identification and who did take an oath. as

NOTARY PUBLIC:



State of Florida

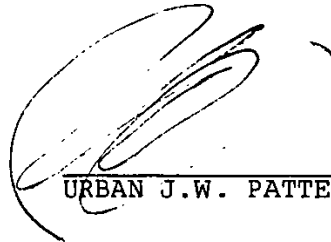
My Commission expires:



SUSAN M. GENT
COMMISSION # CC 370105
EXPIRES APR 10, 1998
(BONDED THRU)
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above Corporation. I accept the duties and obligations of Section 607.0505 Florida Statutes and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



URBAN J.W. PATTERSON, ESQUIRE

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SECURITY OF STATE
TALLAHASSEE, FLORIDA