

P97000019427



THE UNITED STATES
CORPORATION
COMPANY

0

ACCOUNT NO. : 072100000032

REFERENCE : 278704 81655A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : March 3, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 278704-005

CUSTOMER NO: 81655A

900002102489--9

CUSTOMER: Cord C. Mellor, Esq
MELLOR & GRISSINGER

Suite D
13801 South Tamiami Trail
North Port, FL 34287

DOMESTIC FILING

NAME: WATKINS LAND 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: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 MAR -3 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. MAR - 3 1997

ARTICLES OF INCORPORATION
OF
Watkins Land Development, Inc.

FILED
97 MAR -3 PM 2:25
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:

ARTICLE I

Name

The name of the corporation is Watkins Land Development, Inc.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Effective Date

This articles of incorporation shall become effective and the Corporation shall commence its existence as of the date and time of filing with the Secretary of State.

ARTICLE IV

Purpose

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V

Principal Office and Mailing Address

The principal place of business of the corporation is at 4225 Ulman Avenue, North Port, Florida 34286. The mailing address of the corporation is 4225 Ulman Avenue, North Port, Florida 34286.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office is at 4225 Ulman Avenue, North Port, Florida 34286. The name of the initial registered agent at that address is Kent S. Watkins.

ARTICLE VII

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock having par value of \$0.10 a share.

ARTICLE VIII

Preemptive Rights Granted

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any unissued or treasury shares. Each shareholder shall have preemptive rights only in that portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding. The shareholders of the Corporation shall have no preemptive rights to subscribe to any issues or additional issues of shares except shares issued for cash, as opposed to shares issued for labor performed, services rendered or property transferred to the Corporation.

ARTICLE IX

Directors

The affairs of the corporation shall be managed by the shareholders in lieu of a board of directors. However, the shareholders may provide in the bylaws of the corporation for the subsequent election of a board of directors, in which case management of the affairs of the corporation shall be by said board of directors. The number of directors, manner of their election, their terms and their qualifications shall be as provided in the bylaws.

ARTICLE X

Amendments

These articles of incorporation may be amended in the manner provided by law, except that, where a shareholder meeting would otherwise be required by law for the purpose of amending these articles, such a meeting shall not be required to be held if all shareholders and all directors consent in writing to the adoption of the amendment without a shareholder meeting.

ARTICLE XI

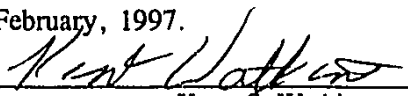
By-Laws

The shareholders may adopt By-laws regulating the operations of the corporation, and the thereafter the manner of amending the By-laws shall be as set forth in said By-laws.

Incorporator

The name and address of the incorporator executing and filing these articles is Kent S. Watkins, 4225 Ulman Avenue, North Port, Florida 34286.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 28th day of February, 1997.


Kent S. Watkins

STATE OF FLORIDA, COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th
day of February 1997 by Kent S. Watkins, who is personally known to me.

Sign

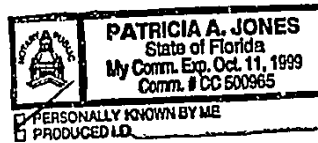
Print

Patricia A. Jones

NOTARY PUBLIC

My Commission expires:

Commission Number _____



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 2-28-97

Kent S. Watkins
Kent S. Watkins

STATE OF FLORIDA, COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28th day of February 1997 by Kent S. Watkins, who is personally known to me.

Sign Patricia A. Jones
Print _____

NOTARY PUBLIC

My Commission expires:

Commission Number _____



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