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ACCOUNT NO. : 072100000032

REFERENCE : 279354 ^{9654A} Patricia Pzyth

AUTHORIZATION :

COST LIMIT : \$ 70.00
~~\$ 100.00~~

ORDER DATE : March 3, 1997

ORDER TIME : 2:29 PM

ORDER NO. : 279354-005

CUSTOMER NO: 9654A

300002103423--3

CUSTOMER: Michael M. M. Wallis, Esq
MOSLEY WALLIS & WHITEHEAD

1221 East New Haven Avenue

Melbourne, FL 32901

DOMESTIC FILING

NAME: CRESTPOINTE DEVELOPMENT
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
97 MAR 13 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9703-2 10:15
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

K.R. MAR - 4 1997

ARTICLES OF INCORPORATION
OF
CRESTPOINTE DEVELOPMENT CORPORATION

97 MAR -3 AM 7:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I.

The name of this corporation is CRESTPOINTE DEVELOPMENT CORPORATION.

ARTICLE II.

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III.

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with a nominal or par value of \$1.00.

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The initial post office address of the principal office of this corporation is in the State of Florida, County of Brevard, at 221 Glengarry Avenue, Melbourne Beach, Florida 32951. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII.

The names and addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholders or until their successor or successors are elected and shall qualify are:

Henri Prefontaine	221 Glengarry Avenue Melbourne Beach, FL 32951
Jennie A. Prefontaine	221 Glengarry Avenue Melbourne Beach, FL 32951
Richard Prefontaine	221 Glengarry Avenue Melbourne Beach, FL 32951

ARTICLE VIII.

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

MICHAEL M. M. WALLIS
1221 East New Haven Avenue
Melbourne, Florida 32901

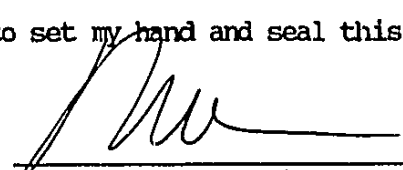
ARTICLE IX.

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

ARTICLE X.

The registered agent of this corporation shall be Michael M. M. Wallis, and the address of the registered office of this corporation shall be 1221 East New Haven Avenue, Melbourne, Florida 32901.

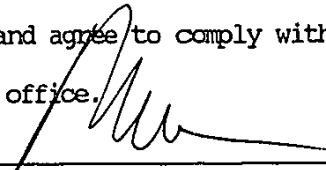
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of February, 1997.



Michael M. M. Wallis, Incorporator (SEAL)

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: CRESTPOINTE DEVELOPMENT CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Melbourne Beach, County of Brevard, State of Florida, has named MICHAEL M. M. WALLIS, ESQUIRE, located at 1221 East New Haven Avenue, Melbourne, Florida 32901, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate. I hereby am familiar and accept the duties and responsibilities as registered agent for CRESTPOINTE DEVELOPMENT CORPORATION, and agree to comply with the provisions of said act relative to keeping open said office.



MICHAEL M. M. WALLIS
Registered Agent

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