

TRANSMITTAL LETTER

P97000020796

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

FILED
97 MAR -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Barbour Development Co., Inc.
(Proposed corporate name - must include suffix)

900002100329--6
-02/28/97-01038-010
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Austin F. Barbour Sr.
Name (Printed or typed)

P.O. Box 2236
Address

Ponte Vedra Beach, FL 32004
City, State & Zip

220-9093 / 223-9822
Daytime Telephone number

900002100929--6
-02/28/97--01038--010
*****78.75 *****78.75

W97-5205
3/5/97
TB

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

AUSTIN F. BARBOUR SR
POST OFFICE BOX 2236
PONTE VEDRA BEACH, FL 32004

SUBJECT: BARBOUR DEVELOPMENT CO., INC.
Ref. Number: W97000005205

We have received your document for BARBOUR DEVELOPMENT CO., INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 697A00011404

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

~~Barbours Development Co., Inc.~~
The Barbours Co., Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3138 Hodges Blvd.
Jacksonville, FL 32224

Mailing address:

P.O. Box 2236
Ponte Vedra Beach, 32004

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jeptha F. Barbours
1200 Riverplace Blvd., Suite 800
Jacksonville, FL 32207

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Austin F. Barbour Sr.

Sue J. Barbour

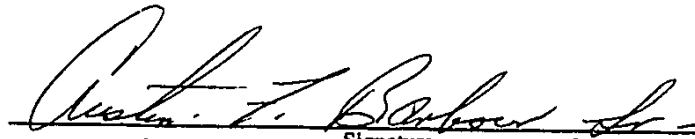
695 AIA North UNIT # 77
Ponte Vedra Beach, FL 32082

Austin F. Barbour Jr.
3138 Hodges Blvd.
Jacksonville, FL 32224


The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25 day of February, 19 97.

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is The Barbour Co., Inc. -
~~Barbour Development Company, Inc.~~

2. The name and address of the registered agent and office is:

Jeptha F. Barbour
(NAME)

1200 Riverplace Blvd. Suite 800
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Jacksonville, FL. 32207
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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

Jeptha F. Barbour
(SIGNATURE)

2/25/97
(DATE)