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MACFARLANE FERGUSON & McMULLIN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE #300
P.O. BOX 163121P 33601
TAMPA, FLORIDA 33602
(813) 873-4200 FAX (813) 873-4306

400 CLEVELAND STREET
P.O. BOX 1609 121P 34612
CLEARWATER, FLORIDA 34615
(813) 441-0000 FAX (813) 442-8470

IN REPLY REFER TO

February 17, 1997

Clearwater

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: DEVELOPERS, INC.

800002096118--3
-02/25/97--01016--003
****122.50 ****122.50

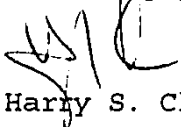
Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the referenced corporation, together with our firm check in the amount of \$122.50 (representing \$35 filing fee; \$52.50 certified copy; and \$35 registered agent designation).

If you have any questions, please do not hesitate to contact me; absent hearing from you, please return the appropriate confirmation that the articles have been properly filed with the Secretary of State.

Thank you for your cooperation in this regard.

Sincerely yours,


Harry S. Cline

~~477-4775~~
HSC:koh
Enclosures

R96-5681

Dmc
2/27/97

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FILED
97 MAR 25 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1997

HARRY S. CLINE, ESQ.
MACFARLANE FERGUSON & MCMULLEN
P.O. BOX 1669
CLEARWATER, FL 34617

SUBJECT: DEVELOPERS, INC.
Ref. Number: W97000004748

We have received your document for DEVELOPERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

corrected

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 397A00010448

ARTICLES OF INCORPORATION
OF
DEVELOPERS, INC.

FILED
97 MAR 28 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is DEVELOPERS, INC., whose place of business is located at 1230 S. Myrtle Avenue, Suite 203, Clearwater, FL 34616.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 10,000 shares at \$1.00 par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 400 Cleveland Street, Suite 800, Clearwater, FL 34615, and the name of the initial registered agent of this corporation at that address is HARRY S. CLINE.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have three (3) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
John Nelson Flint	1230 S. Myrtle Avenue Clearwater, FL 34616	President/Director
Robert M. Thompson, Jr.	1230 S. Myrtle Avenue Clearwater, FL 34616	Vice Pres/Director
Tempi Savoie	1230 S. Myrtle Avenue Clearwater, FL 34616	Sec/Treasurer

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Harry S. Cline	400 Cleveland Street Suite 800 Clearwater, FL 34615

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

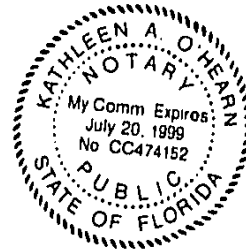
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of February,

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HARRY S. CLINE, to me personally known or who has produced n/a as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 20th day of February, 1997.

Kathleen A. O'Hearn
Notary Public
Print Name KATHLEEN A. O'HEARN
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for DEVELOPERS, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

HARRY S. CLINE
HARRY, S. CLINE