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PAPPAS METCALF & JENKS

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

200 WEST FORSYTH STREET - SUITE 1400

JACKSONVILLE, FLORIDA 32202-4327

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MAR 26 AM 11:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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March 24, 1997

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Incorporation of LaPointe Developers, Inc.

Ladies/Gentlemen:

Enclosed please find the following documents in connection with the incorporation of LaPointe Developers, Inc.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee, (b) \$52.50 for one certified copy of the Certificate of Incorporation, and (c) \$35.00 for certificate designating registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Frank E. Miller
Frank E. Miller

FEM;kbm
Enclosures

c: Kenneth J. LaPointe

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***122.50 ***122.50

Handwritten: JH 3/25/97

ARTICLES OF INCORPORATION
OF
LaPOINTE DEVELOPERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
Name

3-19-97

The name of the corporation is LaPointe Developers, Inc.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation shall be 300 West Adams Street, Suite 440, Jacksonville, Florida 32202.

ARTICLE III
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV
Nature of Business

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

ARTICLE V
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of 01/100 Dollars (\$0.01) per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 300 West Adams Street, Suite 440, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Kenneth J. LaPointe.

ARTICLE VII
Director

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the sole member of the first board of directors of the corporation is:

Kenneth J. LaPointe
300 West Adams Street
Suite 440
Jacksonville, Florida 32202

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
Incorporator

The name and street address of the incorporator of this corporation is:

Kenneth J. LaPointe
300 West Adams Street
Suite 440
Jacksonville, Florida 32202

ARTICLE X
Amendment

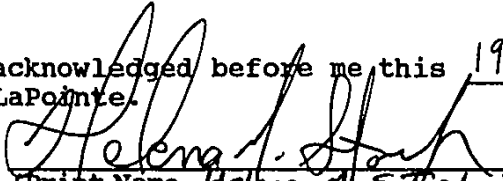
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 19th day of March, 1997.


Kenneth J. LaPointe

STATE OF FLORIDA }
 }SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 19th day of March, 1997, by Kenneth J. LaPointe.


(Print Name Helena M. Story)
NOTARY PUBLIC
State of Florida at Large
Commission #CC579574
My Commission Expires:
aug. 25, 2000
Personally known ✓
or Produced I.D.
[check one of the above]

Type of Identification Produced




Helena M. Story
My Commission CC579574
Expires Aug. 25, 2000

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

LaPOINTE DEVELOPERS, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED
KENNETH J. LaPOINTE, LOCATED AT 300 WEST ADAMS STREET, SUITE 440,
JACKSONVILLE, FLORIDA 32202, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


Kenneth J. LaPointe

Dated: March 19, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


Kenneth J. LaPointe

Dated: March 19, 1997

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TALLAHASSEE, FLORIDA