

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

MR _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Strategic Capital
Trust, Inc.

C.C. FEE _____ DISBURSED _____

☒ New Cross
☒ Initial Inc. File
☒ Rec. Search
☒ Ltd. Partnership File
☒ Foreign Corp. File
☒ (2) Other Copy(s)

Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S _____
Fictitious Name File _____

Name Reservation -04/30/97--01 006--026
Annual Report/Reinstatement ****122.50 ****122.50
Reg. Agent Service _____
Document Filing _____

Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs.

SUBTOTALS _____

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies..... \$
SUBTOTAL..... \$
PREPAID..... \$
BALANCE DUE..... \$

REQUEST TAKEN CONFIRMED APPROVED

DATE 4/30/97

TIME 4:50

BY C. S. R.

WALK-IN

Will Pick Up _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

STRATEGIC CAPITAL TRUST, INC.

The undersigned, desiring to form a corporation under Chapter 607, the Florida General Corporation Act, does hereby certify:

Article 1

The name of this corporation (which is hereinafter called the "Corporation") shall be:

Strategic Capital Trust, Inc.

and the principal place of business will be 4633 Paradise Isles, Destin, Florida 32541 and the mailing address is 4633 Paradise Isles, Destin, Florida 32541.

Article 2

The purpose or purposes for which the Corporation is formed are:

- a. To engage in the business of real estate investment.
- b. To transact any other lawful business for which corporations may be incorporated under the Act.
- c. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Article 3

The Corporation shall have perpetual existence.

Article 4

The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock with a par value of One Dollar per share.

Article 5

The street address of the initial registered office of the Corporation is 743 Highway 98 East, Suite 5, Destin, FL 32541, and the name of the initial registered agent of the Corporation is Robert E. McGill, III, Esquire.

FILED
97 APR 30 AM 11:01
TALLAHASSEE
FLORIDA

Article 6

The Board of Directors of the Corporation shall conduct the affairs of the Corporation and shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. The names and addresses of the initial Board of Directors of the Corporation who shall hold office until their successors have been duly elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
W. David Moore	303 Cypress Street Destin, Florida 32541
Victoria P. Moore	303 Cypress Street Destin, Florida 32541

Article 7

The name and address of each incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
W. David Moore	303 Cypress Street Destin, Florida 32541

Article 8

Pursuant to Subsection 607.0901(5), Florida Statutes, the Affiliated Transactions provision contained in Section 607.0901, Florida Statutes, shall not apply nor have any application to this corporation.

Article 9


These Articles of Incorporation may be amended in the manner provided by law. Amendments may be proposed by the Board of Directors to the shareholders, and adopted upon the vote of a majority of the shareholders entitled to vote. The shareholders may amend the Articles of incorporation without an act of the Directors, and all of the Directors and all of the shareholders eligible to vote may sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.



W. David Moore

Having been named to accept Service of Process for the above stated Corporation, at the place designated in these Articles, 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.

Dated this 22nd day of April, 1997.


ROBERT E. MCGILL, III
REGISTERED AGENT

f:\client\dmoores\art.inc

FILED
97 APR 30 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA