

MICHAEL WM MEAD

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 30 PM 1:03

April 28, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-04/30/97--01055--006
****122.50 ****122.50

RE: Bent Tree Development, Inc.

Gentlemen:

Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$122.50 which represents the following:

Filing fee	\$ 35.00
Certified copies	52.50
Registered agent	35.00

Thank you for your assistance and cooperation in this matter.

Sincerely,


MICHAEL WM MEAD

MWM/mw

Enclosures: a/s

(ltr)corporat.ltr/mw

D. BROWN MAY - 2 1997

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ARTICLES OF INCORPORATION

OF

BENT TREE DEVELOPMENT, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation is:

BENT TREE DEVELOPMENT, INC.

ARTICLE II.

Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.

Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.

Capital Stock

ARTICLE V.
Address

The principal place of business of this corporation shall be 34851 Emerald Coast Parkway, Destin, Florida 32541, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII.
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at

ARTICLE VIII.
Officers

The names and addresses of the President, Vice President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
CHARLES W. RIGDON	Post Office Box 1238 Destin, Florida 32540	President
MICHAEL WHITFIELD	Post Office Box 1238 Destin, Florida 32540	Vice President/ Secretary/ Treasurer

ARTICLE IX.
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
CHARLES W. RIGDON	Post Office Box 1238 Destin, Florida 32540	500
MICHAEL WHITFIELD	Post Office Box 1238 Destin, Florida 32540	500

ARTICLE X.
Registered Agent

The Registered Agent of the corporation shall be: CHARLES W. RIGDON, and the street address of the office, place of business or location for the service of process within this State shall be: 34851 Emerald Coast Parkway, Destin Florida 32541.

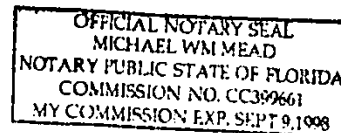
IN WITNESS WHEREOF the undersigned have hereunto

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by CHARLES W.
RIGDON, this 14th day of April, 1997,

XX who is personally known to me, or
who has produced _____
as identification.

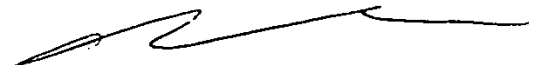

Notary Public Michael Wm Mead
My Commission Expires:

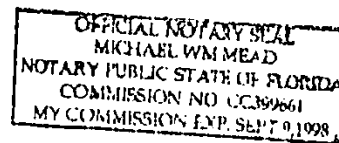


STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by MICHAEL
WHITFIELD, this 14th day of April, 1997,

XX who is personally known to me, or
who has produced _____
as identification.


Notary Public Michael Wm Mead
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

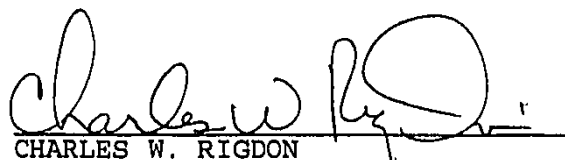
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: BENT TREE DEVELOPMENT, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 34851 Emerald Coast Parkway, Destin, Florida 32541, has named CHARLES W. RIGDON located at 34851 Emerald Coast Parkway, Okaloosa County, Florida 32541, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


CHARLES W. RIGDON