



THE UNITED STATES  
CORPORATION  
COMPANY

P970000 4476A

ACCOUNT NO. : 072100000032

REFERENCE : 398336 137473A

AUTHORIZATION : Patricia Pizotti

COST LIMIT : \$ 70.00

ORDER DATE : May 20, 1997

ORDER TIME : 11:29 AM

ORDER NO. : 398336-005

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CUSTOMER NO: 137473A

CUSTOMER: Ms. Carolanne Rios  
HALL & RUNNELS

Suite 106  
1234 Airport Road  
Destin, FL 32541

DOMESTIC FILING

NAME: MCNABB/RUNNELS INVESTMENT  
CORP., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED  
MAY 20 PM 2:55  
TALLAHASSEE, FLORIDA

FILED  
MAY 20 2002  
TALLAHASSEE, FLORIDA

MAY 20 1997

ARTICLES OF INCORPORATION  
OF

McNABB/RUNNELS INVESTMENT CORP., INC.

FILED  
97 MAY 20 PM 2:55  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is McNABB/RUNNELS INVESTMENT CORP., INC.  
and its principal office and mailing address is 910 Airport Road, Suite A2, Destin, FL 32541.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1) each. Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these Articles.

## ARTICLE FIVE

### REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 1234 Airport Road, Suite 205, Destin, Florida 32541. The registered agent at that address is DAVAGE J. RUNNELS, III.

## ARTICLE SIX

### BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

The names and addresses of the initial board of directors of the corporation are as follows:

M. Pete McNabb	1390 Fort Pickens Road Palm Beach Club Unit 227 Pensacola Beach, Florida 32573-76
Davage J. Runnels, Jr.	106 Waynell Circle Fort Walton Beach, Florida 32548

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

## ARTICLE SEVEN

### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

## ARTICLE EIGHT

### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

## ARTICLE NINE

### PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

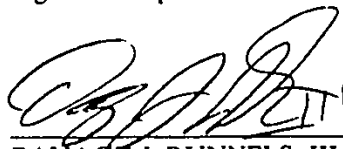
## ARTICLE TEN

### INCORPORATOR

The name and address of the incorporator is :

Davage J. Runnels, III  
Hall & Runnels, P.A.  
1234 Airport Road, Suite 205  
Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on the 15th day of May, 1997.



DAVAGE J. RUNNELS, III, Incorporator

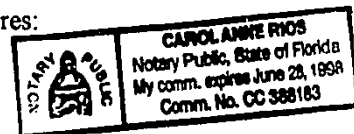
**ACKNOWLEDGEMENT**

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared DAVAGE J. RUNNELS, III, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.

Carol Anne Rios  
Notary Public  
My Commission Expires:



**ACCEPTANCE BY THE REGISTERED AGENT**

I, DAVAGE J. RUNNELS, III, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on the 15th day of May, 1997

DAVAGE J. RUNNELS, III

DAVAGE J. RUNNELS, III  
Registered Agent

FILED  
97 MAY 20 PM 2:55  
TALLAHASSEE, FLORIDA