

P97000048874

LARRY T. GRIGGS

ATTORNEY AT LAW, P.A.

200 MALAGA STREET, SUITE 8 ST. AUGUSTINE, FLORIDA 32084

TELEPHONE (904) 824-6189
FAX (904) 825-4269

May 22, 1997

**CERTIFIED MAIL #P537 450 754
RETURN RECEIPT REQUESTED**

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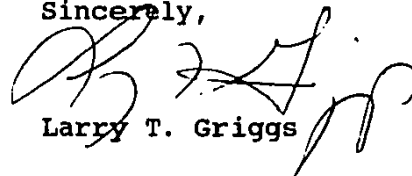
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Gentlemen:

Enclosed herewith please find Articles of Incorporation of Ocean Trace Center, Inc. and a check payable to your office for the sum of \$122.50. Once the Articles are filed please mail me a certified copy.

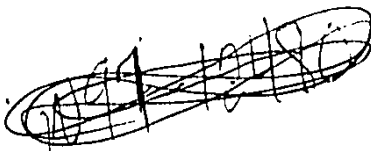
Please contact me if you have any questions or if I may be of further assistance.

Sincerely,


Larry T. Griggs

LTG/mjt

Enclosures: Articles of Inc.
Check



EFFECTIVE DATE
6-1-97

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -3 PM 3:12



(7)

Joe 4/3



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 29, 1997

LARRY T. GRIGGS, P.A.
200 MALAGA STREET
SUITE 8
ST. AUGUSTINE, FL 32084

SUBJECT: OCEAN TRACE CENTER, INC.
Ref. Number: W97000012480

We have received your document for OCEAN TRACE CENTER, 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):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 397A00028971

LARRY T. GRIGGS

ATTORNEY AT LAW, P.A.

200 MALAGA STREET, SUITE 8 ST. AUGUSTINE, FLORIDA 32084

TELEPHONE (904) 824-6189
FAX (904) 825-4269

June 2, 1997

Division of Corporations
Attn: Teresa Brown, Corporate Specialist
409 East Gaines Street
Tallahassee, Florida 32399

RE: Ocean Trace Center, Inc.
Ref. Number: W97000012480

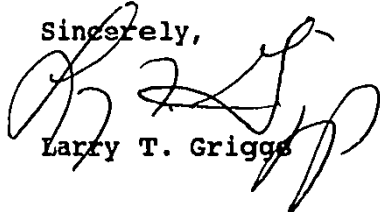
Dear Ms. Brown:

Enclosed herewith please find the Articles of Incorporation of Ocean Trace Center, Inc. reflecting the changes that you requested in the enclosed letter dated May 29, 1997.

On behalf of myself and my client, I ask that you promptly process this application. Please note that corporate existence was to commence on June 1, 1997 pursuant to Section 607.0203, Fla. Stat.

Please contact me if you have any questions or if I may be of further assistance.

Sincerely,


Larry T. Griggs

LTG/mjt

Enclosure: May 29, 1997 letter from T. Brown
Articles of Incorporation

ARTICLES OF INCORPORATION
OF
OCEAN TRACE CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN -3 PM 3:12

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

EFFECTIVE DATE
6-1-97

NAME

The name of the corporation is "OCEAN TRACE CENTER, INC.".

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence on June 1, 1997 pursuant to Section 607.0203, Fla. Stat. and exist perpetually.

ARTICLE III

CORPORATE PURPOSE

The purpose of this corporation is for real estate development transactions and such other business activities, including the ownership of real and personal property, as are necessary and incidental to the operation of the business, or any other lawful business.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 1,000 common shares at \$1.00 par value per share.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office is to be at 5388 5th Street, St. Augustine, FL 32084 and the mailing address of this corporation is to be P.O. Box 124, St. Augustine, Florida 32085.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

Lynn H. Johnson shall be the initial registered agent to accept service of process with this State and the initial registered office shall be 1130 San Jose Forrest Drive, St. Augustine, Florida 32084.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1) nor more than six (6). The name and address of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Lynn H. Johnson (incorporator)
1130 San Jose Forrest Drive
St. Augustine, Florida 32084

Joan M. Brush
5366 5th Street
St. Augustine, FL 32084

ARTICLE VIII

INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such

person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the board of directors, who shall be shareholders of the corporation but not officers or directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

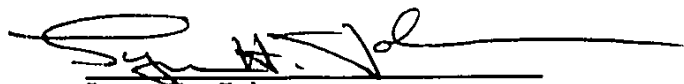
The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE IX

AMENDMENTS

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 a majority of the stockholders entitled to votes thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.

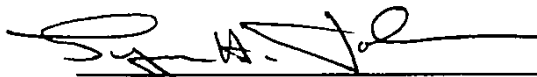
IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 day of May, 1997.


Lynn H. Johnson
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Lynn H. Johnson, having been named as registered agent of OCEAN TRACE CENTER, INC. to accept service of process for the above-stated corporation at the place designated in this certificate, 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 and I accept the duties and I am familiar with and accept the duties and obligations of registered agent for said corporation pursuant to F.S. 607.0501(3).


DATED this 22 day of May, 1997.


Lynn H. Johnson
Registered Agent
1130 San Jose Forrest Drive
St. Augustine, FL 32084

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 22 day of May, 1997 by LYNN H. JOHNSON, Registered Agent of OCEAN TRACE CENTER, INC., on behalf of the corporation. He is personally known to me or has produced a Florida Drivers License as identification and did take an oath.




Maryann J. Tallon, Notary Public
State of Florida at Large
My commission expires: 10/27/99

FILED
STATE
CORPORATIONS
DIVISION
JUN -3 PM 3:12