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RISH, GIBSON & JONES, P.A.

ATTORNEYS AT LAW

206 E. FOURTH STREET

POST OFFICE BOX 39

PORT ST. JOE, FLORIDA 32457

WILLIAM J. RISH
THOMAS S. GIBSON*
ALICIA C. JONES†

*ALSO ADMITTED IN ALABAMA
†ALSO ADMITTED IN GEORGIA

TELEPHONE (904) 229-3211
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July 14, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

800002230758--5
-07/15/97--01030--012
****122.50 ****122.50

Re: Two Palms Investment & Construction Company, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and the cost of receiving a certified copy of the articles of incorporation. Please forward your certificate of incorporation and certified copy to me as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,


Thomas S. Gibson

TSG/pwr

Enclosure: as stated

Dmc
7-16-97

97 JUL 15 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

FILED

OF

97 JUL 15 PM 4:27

TWO PALMS INVESTMENT & CONSTRUCTION COMPANY, SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a for profit corporation under Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is TWO PALMS INVESTMENT & CONSTRUCTION COMPANY, INC., hereinafter referred to as the "Corporation." The principal office of the Corporation shall be 2221 Highway C-30, Port St. Joe, Florida, 32456.

ARTICLE II

DURATION

The duration of the Corporation is perpetual. Corporate existence shall commence upon the proper filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE III

PURPOSE

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

SHARES OF STOCK

The aggregate number of shares which the Corporation is

authorized to issue is seven hundred fifty (750). Such shares shall be of a single class consisting of common, voting stock and shall be of One and no/100 (\$1.00) Dollar par value.

ARTICLE V

REGISTERED AGENT

The initial registered agent for this corporation is THOMAS S. GIBSON, Attorney, and the initial registered office is located at 206 East Fourth Street, Port St. Joe, Florida, 32456.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two. The name and address of each person who is to serve as a member of the initial Board of Directors are:

Deborah H. Newman, President
7911 West Highway 98
Port St. Joe, FL 32456

George S. Newman, Sr., Secretary/Treasurer
7911 West Highway 98
Port St. Joe, FL 32456

The number of directors shall be fixed by the Bylaws and may be changed from time to time, but shall never be less than two (2) nor more than seven (7).

ARTICLE VII

OFFICERS

The number of officers constituting the initial officers of the Corporation is two (2). The names and addresses of each person

who is to serve as an initial officer are:

Deborah H. Newman, President
7911 West Highway 98
Port St. Joe, FL 32456

George S. Newman, Sr., Secretary/Treasurer
7911 West Highway 98
Port St. Joe, FL 32456

The number of officers for the Corporation shall be fixed by the Bylaws and may be changed from time to time.

ARTICLE VIII

BYLAWS

The Board of Directors shall have the authority to adopt, alter or amend the Bylaws for the Corporation by a majority vote at any directors' meeting.

INCORPORATOR

The names and address of the incorporator is as follows:

DEBORAH H. NEWMAN
7911 West Highway 98
Post Office box 188
Port St. Joe, FL 32457

DATED this 14 day of July, 1997.

TWO PALMS INVESTMENT &
CONSTRUCTION COMPANY, INC.

By: 

Its Incorporator,
Deborah H. Newman

STATE OF FLORIDA

COUNTY OF GULF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DEBORAH H. NEWMAN, as Incorporator of TWO PALMS INVESTMENT & CONSTRUCTION COMPANY, INC., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form(s) of identification of the above-named person: Personally Known

Witness my hand and official seal in the County and State last aforesaid this 14 day of July, 1997.

Peggy W. Raffield
Notary Public
My Commission Expires:



Peggy W. Raffield
MY COMMISSION # CC483704 EXPIRES
August 15, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Thomas S. Gibson
THOMAS S. GIBSON
ATTORNEY AT LAW
206 EAST FOURTH ST
P. O. BOX 39
PORT ST. JOE, FL 32457
(904) 229-8211
FLORIDA BAR NO. 0350583

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA