

P97000068117



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 487452 85063A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 6, 1997

ORDER TIME : 10:39 AM

ORDER NO. : 487452-005

CUSTOMER NO: 85063A

CUSTOMER: Ms. Carol Wiggins
ROBERT W. DARNELL, ESQ

200002253472--3
08/06/97--01058--027
****122.50 ****122.50
2033 Main Street, Suite 406

Sarasota, FL 34237

DOMESTIC FILING

NAME: WILLIAMS SECURITIES
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 AUG -6 PM 3:06
STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG -6 PM 2:17
DIVISION OF CORPORATION

SN AUG 6 1997

Hankin, Persson & Darnell

Attorneys and Counselors At Law
A Partnership of Professional Associations
2033 Main Street, Suites 400 & 406
Sarasota, Florida 34237

Telephone (941) 957-0080 / (941) 365-4950
Facsimile (941) 957-0558 / (941) 365-3259

August 5, 1997

Robert E. Turffs
Of Counsel

*Board Certified Wills, Trusts & Estates

Lawrence M. Hankin
David P. Persson
Robert W. Darnell*
Andrew H. Cohen

1605-3

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

RE: Williams Securities Corporation

Dear Sir or Madam:

Enclosed please find original and copy of Articles of Incorporation for the above referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

We would appreciate your returning to us the certified copy of the Articles of Incorporation via the CSC Networks courier.

HANKIN, PERSSON & DARNELL

By: 
Robert W. Darnell

RWD:cw
Enclosures

ARTICLES OF INCORPORATION
OF

WILLIAMS SECURITIES CORPORATION

FILED

97 AUG -6 PM 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

WILLIAMS SECURITIES CORPORATION

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1634 N. Lodge Drive, Sarasota, Florida 34239.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1634 N. Lodge Drive, Sarasota, Florida 34239 and the registered agent at such office is Richard T. Williams, Jr.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Richard T. Williams, Jr.
1634 N. Lodge Drive
Sarasota, FL 34239

Robin D. Williams
1634 N. Lodge Drive
Sarasota, FL 34239

ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is

waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.


ARTICLE X - INCORPORATOR

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

Richard T. Williams, Jr.
1634 N. Lodge Drive
Sarasota, FL 34239

Robin D. Williams
1634 N. Lodge Drive
Sarasota, FL 34239

The undersigned has executed these Articles this 8th
day of August, 19 97.

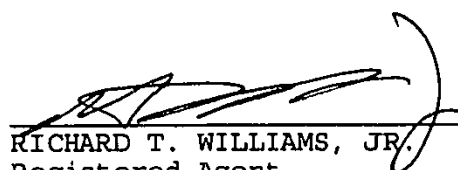


RICHARD T. WILLIAMS, JR.

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for WILLIAMS SECURITIES CORPORATION at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

8/4/97
Date


RICHARD T. WILLIAMS, JR.
Registered Agent

FILED
97 AUG -6 PM 3:07
SEC. OF STATE
TALLAHASSEE, FLORIDA

pa7000068118

8/06/97 FLORIDA DIVISION OF CORPORATIONS 12:59 PM
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000012874 8)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: HARRISON, SALE, MCCLOY & THOMPSON ACCT#: 076630000526
CONTACT: WILLIAM G HARRISON JR. FAX #: (904)769-6121
PHONE: (904)769-3434

NAME: CUVEE BEACH, INC.
AUDIT NUMBER.....H97000012874
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50
NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
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97 AUG - 1 13:09

97 AUG - 6 PM 2:47
RECEIVED

bm 8/16/97

08/08/87 13:28

850 769 6121

CHRIS REISS

+++ Div-Corp-Florida 002/005

FAX AUDIT # H97000012874-8

ARTICLES OF INCORPORATION
OF
CUVÉE BEACH, INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the law of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Cuvée Beach, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, each share having the par value of \$1.00 per share.

Christine L. Reiss
Florida Bar # 0938262
Harrison, Sale, McCloy &
Thompson
P.O. Box 1579
Panama City, Florida 32402
(904) 769-3434
FAX AUDIT # H97000012874-8

FILED
PANAMA CITY, FLORIDA

97 AUG -6 PM 3:09

FAX AUDIT # H97000012874-8

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial principal office of this corporation is Cuvée Beach, Inc. The name of the initial registered agent of this corporation is Brenda B. Nunnery, and the street address of the office of such registered agent is 1500 West Beach Drive, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two. The name and address of the initial directors of this corporation are:

Philip J. Nunnery
1500 West Beach Drive
Panama City, Florida 32401

Brenda B. Nunnery
1500 West Beach Drive
Panama City, Florida 32401

William W. Dent
1515 Drummond
Panama City, Florida 32401

Ann C. Dent
1515 Drummond
Panama City, Florida 32401

Christine L. Reiss
Florida Bar # 0938262
Harrison, Sale, McCloy &
Thompson
P.O. Box 1579
Panama City, Florida 32402
(904) 769-3434
FAX AUDIT # H97000012874-8

08/08/97

13:29

850 769 8121

CHRIS REISS

Div-Corp-Florida 004/005

FAX AUDIT # H97000012874-8

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles is:

Brenda B. Nunnery
1500 West Beach Drive
Panama City, Florida 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 6th day of
August, 1997.

Brenda B. Nunnery
BRENDA B. NUNNERY

STATE OF FLORIDA
COUNTY OF BAY

Sworn to and subscribed before me this 6th day of August,
1997, by Brenda B. Nunnery.

X who is personally known to me.
who produced _____ as identification.

Deane L. Reed
Signature of Notary Public



Deane L. Reed
NOTARY PUBLIC
COMMISSION # 0034621 EXPIRES
June 27, 2000
BONDED WITH FIDELITY INSURANCE, INC.

Christine L. Reiss
Florida Bar # 0938262
Harrison, Sale, McCloy &
Thompson
P.O. Box 1579
Panama City, Florida 32402
(904) 769-3434
FAX AUDIT # H97000012874-8

FAX AUDIT # H97000012874-8

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

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said act:

First, that Cuvée Beach, Inc., a corporation for profit,
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of
Incorporation, at 1500 West Beach Drive, Panama City, Florida 32401
has named Brenda B. Nunnery, located at 1500 West Beach Drive,
Panama City, Florida 32401, as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at the 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.

Brenda B. Nunnery
BRENDA B. NUNNERY
Registered Agent

Christine L. Reiss
Florida Bar # 0938262
Harrison, Sale, McCloy &
Thompson
P.O. Box 1579
Panama City, Florida 32402
(904) 769-3434
FAX AUDIT # H97000012874-8

97 AUG -6 PM 3:09