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CHASSER, WINGARD, BARR, WHITNEY,
FLOWERS & FLEET, P. A.

D. MICHAEL CHASSER
HARRY E. BARR
BOBBY L. WHITNEY, JR.
MICHAEL A. FLOWERS
H. BART FLEET
CHRISTA L. SWANICK

J. D. WINGARD, JR.
(OF COUNSEL)

1201 EGLIN PARKWAY
SHALIMAR, FLORIDA 32579

(904) 651-9944
FAX (904) 651-6064

August 15, 1997

Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-08/18/97--01074--018
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Re: Carlton Corporation of Okaloosa County

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation to be filed with your office, together with a copy to be certified. Also enclosed is our firm check in the amount of \$122.50, tendered as payment of your filing fee, cost of the certified copy, and the Registered Agent Designation. Please return the certified copy to our office in the enclosed self addressed stamped envelope. If you are in need of further information, please contact me at 1201 Eglin Parkway, Shalimar, FL 32579, (850) 651-9944. Thank you for your assistance.

Sincerely yours,

Sheryl F. McCowen

Sheryl F. McCowen, CLA
Paralegal to
H. Bart Fleet

FILED
97 AUG 18 AM 10:58
SECTION OF STATE
TALLAHASSEE, FLORIDA

/sm
Enclosures
cc: Carlton Tucker

AUG 19 1997 BSB

ARTICLES OF INCORPORATION
OF
CARLTON CORPORATION OF OKALOOSA COUNTY

FILED
97 AUG 18 AM 10:58
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is CARLTON CORPORATION OF OKALOOSA COUNTY and its principal office and mailing address is 32 Miracle Strip Parkway, Ft. Walton Beach, Florida 32548.

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. The initial purpose of this corporation is to conduct a commercial real estate rental business.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) 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 1201 Eglin Parkway, Shalimar, Florida 32579. The registered agent is H. BART FLEET.

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.

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

| | |
|-------------------|--|
| Carlton Tucker | 32 Miracle Strip Pkwy. Ft. Walton Beach, FL 32548 |
| Mary Alice Tucker | 32 Miracle Strip Pkwy. Ft. Walton Beach, FL 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

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders of fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

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 stock 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 ELEVEN

INCORPORATOR

The name and address of the incorporator is:

H. Bart Fleet
Chesser, Wingard, Barr, Whitney,
Flowers and Fleet, P.A.
1201 Eglin Parkway
Shalimar, FL 32579

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on August 15, 1997.



H. BART FLEET, Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared H. BART FLEET, Incorporator, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me.



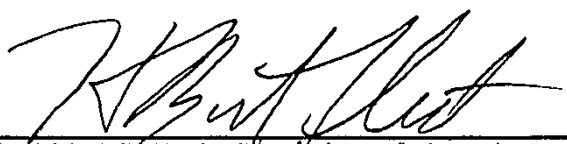
Notary Public
My Commission Expires:



BETTY J THORNTON
My Commission CC528480
Expires Jan. 29, 2000

ACCEPTANCE BY THE REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on August 15, 1997.


H. BART FLEET, Registered Agent

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SEC. OF STATE
TALLAHASSEE, FLORIDA