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ACCOUNT NO. : 072100000032

REFERENCE : 538374 80576A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 22, 1997

ORDER TIME : 1:25 PM

ORDER NO. : 538374-005

CUSTOMER NO: 80576A

CUSTOMER: William S. Wood, Esq
WILLIAM S. WOOD, ESQ

P.O. Box 3365

Tequesta, FL 33469-0365

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-09/22/97--01114--030
*****70.00 *****70.00

DOMESTIC FILING

NAME: SUNTIDE CONSTRUCTION, 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: Stacy L Earnest

EXAMINER'S INITIALS: _____

FILED
97 SEP 22 AM 8:17
SEC. OF STATE
TALLAHASSEE, FLORIDA

97
SEP 22 PM 2:39
RECEIVED

SN SEP 23 1997

7

WILLIAM S. WOOD
ATTORNEY AT LAW
THE ALHAMBRA
725 N. A1A, SUITE A-104
JUPITER, FLORIDA 33477

MAILING ADDRESS
P.O. BOX 3365
TEQUESTA, FLORIDA 33469-0365

TELEPHONE: (561) 746-8331
FAX: (561) 746-1144

September 19, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Suntide Construction, Inc.

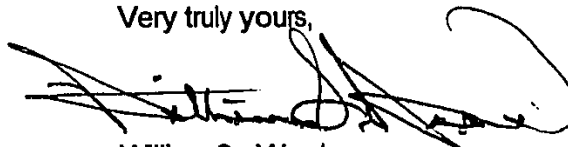
Dear Sir/Madam:

I have enclosed herein Articles of Incorporation of SUNTIDE CONSTRUCTION, INC. and Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May Be Served along with copies.

I am also enclosing a check in the amount of \$70.00 to cover your fee for filing the Articles of Incorporation.

Thank you for your help and cooperation in this matter. If you have any questions regarding the same, please do not hesitate to contact this office.

Very truly yours,



William S. Wood

WSW/smc
Enclosure
cc: Dick Whiteside

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97 SEP 22 AM 8:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
SUNTIDE CONSTRUCTION, INC.**

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SEP 22 AM 8:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. NAME

The name of this corporation is **SUNTIDE CONSTRUCTION, INC.** The principal office address, mailing address and registered agent address shall be c/o William S. Wood, Esquire, 725 N. A1A, Suite A-104, Jupiter, FL 33477.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, land to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of , and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services, of every class, kind and description; and more particularly and without limitation it shall have the power to construct, reconstruct and modify construction on buildings and structures of all types, and to engage in such other business for any lawful purpose not specifically prohibited to corporations under the Florida General Corporation Act; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative

association, mutual fire insurance association, fraternal benefit society, or a state fair or exposition.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of Common Stock having a nominal or par value of One (\$1.00) Dollar per share.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sales for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This restriction shall be indicated on all share certificates.

ARTICLE VII. RESTRICTIONS ON TRANSFERS OF STOCK

Shares of capital stock in this corporation shall be issued initially to the following person with the amount set opposite his name.

<u>Names</u>	<u>Shares of Capital Stock</u>
Dick Whiteside	500

Shares held by the initial shareholder, listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder or shareholders or to the corporation. This restriction shall be indicated on all share certificates.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 725 N. A1A, Suite A-104, Jupiter, FL 33477, and the name of the initial registered agent of this corporation is William S. Wood, Esquire.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The Number of directors may be increased from time to time by the by-laws, but shall never be fewer than one (1). The name and address of the initial director of this corporation are:

Name
Dick Whiteside

Address
c/o William S. Wood, Esquire
725 N. A1A, Suite A-104
Jupiter, FL 33477

ARTICLE X. INCORPORATOR

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

Dick Whiteside

c/o William S. Wood, Esquire
725 N. A1A, Suite A-104
Jupiter, FL 33477

ARTICLE XI. ACTION BY WRITTEN CONSENT

The stockholders and directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII. MEETINGS BY CONFERENCE TELEPHONE

The Stockholders and members of the Board of Directors may participate in meetings of the Stockholders and Board of Directors by means of conference telephone, as provided by law.

ARTICLE XIII. INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XIV. 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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation is made.

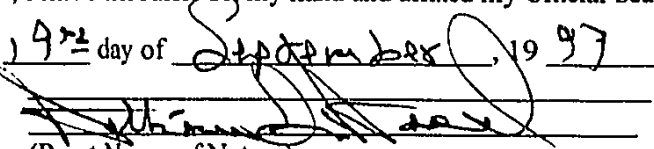
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of September, 19 97.


DICK WHITESIDE

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, a Notary public authorized to take acknowledgments in the State and County set forth above, personally appeared DICK WHITESIDE, personally known to me or identified by the following identification _____, and known to me to be the person who executed the foregoing Articles of Incorporation, who did not take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

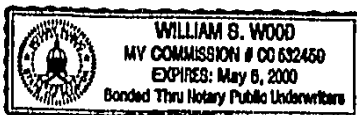
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the state and county aforesaid, this 19th day of September, 19 97.


(Print Name of Notary)

Notary Public, State of Florida at Large.

My Commission Number is:

My Commission Expires:

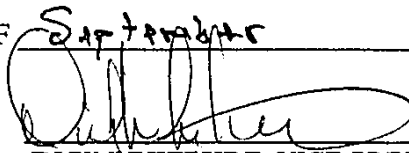


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

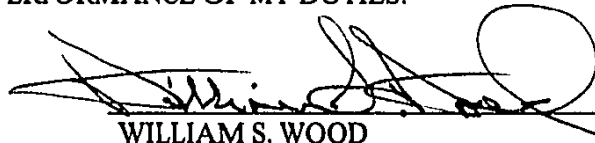
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT SUNTIDE CONSTRUCTION, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT JUPITER, PALM BEACH COUNTY, STATE OF FLORIDA, HAS
NAMED WILLIAM S. WOOD, ESQUIRE, LOCATED AT 725 N. A1A, A-104, JUPITER, FL
33477, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DATED THIS 19th DAY OF September, 19 97.


(SEAL)
DICK WHITESIDE, VICE-PRESIDENT

SECOND: HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I 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.


(SEAL)
WILLIAM S. WOOD
RESIDENT AGENT

DATE: September 19, 1997

FILED
97 SEP 22 AM 8:17
JAN 10 2000
STATE OF FLORIDA