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P97000085432

MARK WELTON & ASSOCIATES, P.A.

1078 Ferdon Boulevard South • Suite B
Crestview, Florida 32536
*Also admitted in Alabama

*Blessed is the man that
walketh not in the counsel of the
ungodly... But his delight
is in the Law of the Lord.
Psalms 1:1,2*

TELEPHONE: (850) 682-2120
TELECOPIER: (850) 689-0706

September 29, 1997

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

300002308449--5
-10/01/97--01048--006
*****70.00 *****70.00

Re: Trinity Group Investments, Inc.

Dear Madam or Sir:

Enclosed please find the original Articles of Incorporation and Designation of Registered Agent for service of process on the above-captioned corporation. It is our wish that the corporate existence of the corporation begin on as soon as filed.

Please process these documents accordingly and return the certificate to the above address.

Included herewith is a check in the amount of \$70.00 to cover the Filing Fee.

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Sincerely,

Mark H. Welton

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DWC
10-2-97

ARTICLES OF INCORPORATION
OF
TRINITY GROUP INVESTMENTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is **Trinity Group Investments, Inc.**

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 789 N. Ferdon Blvd., Suite 11, Crestview, FL 32536.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of purchasing, selling and renting of real estate for the purposes of long term growth and consistent income.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

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TALLAHASSEE, FLORIDA

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 shares and may change upon the vote of not less than 70% of the outstanding shares. Such shares shall be of a single class of common stock.

ARTICLE SIX

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

This is a closely held corporation with the intent to be a closely held/ run business, therefore the Shareholders shall run this company in place of an elected board of directors. The initial officers of this corporation are as follows:

<u>Name:</u>	<u>Address:</u>
Mark H. Welton, President	1078 Ferdon Blvd. S, Suite B, Crestview, FL 32536
Frank Abrahamson, _____	507 Mary Esther Cutoff, Ft. Walton Beach, FL 322548
Georgie Kelley, Secretary	5170 Ferdon Blvd. S, Crestview, FL 32536
Steve Clegg, Treasurer	116 Indian Trail, Crestview, FL 32536
Bill Abrahamson, Shareholder	507 Mary Esther Cutoff, Ft. Walton Beach, FL 32548
Jerry Milligan, Sr., Shareholder	1097 N. Pearl St, P.O. Box 10, Crestview, FL 32536
Jim Quigley, Shareholder	134 Ferry Rd. NE, Ft. Walton Beach, FL 32548
David Slavens, Shareholder	789 N. Ferdon, Suite 11, Crestview, FL 32536
Jerry Summerlin, Shareholder	P.O. Box 8, Holt, FL 32564
A. Wayne Williamson, Shareholder	377 Coy Ellis Road, DeFuniak Springs, FL 32433

ARTICLE SEVEN

POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders by a vote of 70% shareholders.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

ARTICLE NINE

ACTION BY MEETING

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation is to be taken only at any annual or special meeting of the Shareholders of the corporation, other than the day to day operations.

ARTICLE TEN

ALIENATION OF INTEREST

1. Shares cannot be sold without the approval of 70% of the shareholders, with the shareholder wishing to sell, abstaining in said vote.
2. Effect of withdrawal of shareholder from corporation:
 - A. Withdrawal by a shareholder during the first year (months 1-12), results in the forfeiture of that shareholders capital investment and accrued equity.
 - B. Withdrawal by a shareholder during the second year (months 13-24), results in the shareholder receiving only one-half of capital invested, to be paid over the period of one year, with no interest.
 - C. Withdrawal by a shareholder during the third year (months 25-36), results in the shareholder receiving only three-fourths of capital invested, to be paid over a period of one year, with no interest.
 - D. Withdrawal by a shareholder during the 4th year (months 37-48), the shareholder may sell by replacement, with approval of 70% of the shareholders, not including the shareholder seeking to sell, who must abstain, or through company buyout over a period of time to be determined in accordance with the by-laws.
 - E. Withdrawal during or after the 5th year (months 49-60), the shareholder has an automatic right to sell at their discretion by replacement approved by 70% of the shareholders, or through company buyout:
 - (1) to be determined on a schedule set by the shareholders, but not less than 10%, to be paid as a down-payment and the remainder not to be paid over more than 10 years.

ARTICLE ELEVEN

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Mark H. Welton, President
1078 Ferdon Blvd. S, Suite B
Crestview, FL 32536

Frank Abrahamson, _____
507 Mary Esther cutoff
Ft. Walton Beach, FL 32548

Georgie Kelley, Secretary
5170 Ferdon Blvd. S
Crestview, FL 32536

Steve Clegg, Treasurer
116 Indian Trail
Crestview, FL 32536

Bill Abrahamson, Shareholder
507 Mary Esther Cutoff
Ft. Walton Beach, FL 32548

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134 Ferry Road, NE
Ft. Walton Beach, FL 32548

David Slavens, Shareholder
789 N. Ferdon, Suite 11
Crestview, FL 32536

Jerry Summerlin, Shareholder
P.O. Box 8
Holt, FL 32564

A. Wayne Williamson, Shareholder
377 Coy Ellis Road
DeFuniak Springs, FL 32433

ARTICLE ELEVEN

INITIAL REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

Mark Welton and Associates, P.A.
1078 Ferdon Boulevard, South, Suite B
Crestview, FL 32536

ARTICLE TWELVE

ALIENATION

A shareholder may be expelled from membership in the corporation if any of the following occur:

1. A shareholder is convicted of a criminal felony

2. A shareholder enters bankruptcy,
3. A shareholder is determined to have committed an act of moral turpitude causing damage to the corporation,
4. A shareholder defaults on his monthly payments to the corporation.

ARTICLE THIRTEEN

RIGHTS OF SURVIVORSHIP

In the event of death of a shareholder with the first two years of the corporate existence (months 1-24), the shareholder's heirs will receive such capital as that shareholder has invested, or they may take over as a shareholder with the approval of 70% of the shareholders (with the affected share abstaining). Thereafter such share will be treated according to the same guidelines found in Article Ten.

ARTICLE FOURTEEN

INSTALLMENTS

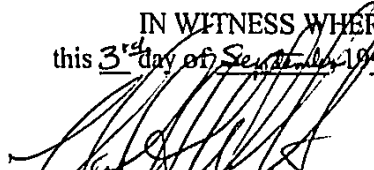
The monthly installment, to be determined by a vote of not less than 70% of the shareholders, shall made on or before the 10th day of each month, with a five day grace period til the fifteenth day of the month.

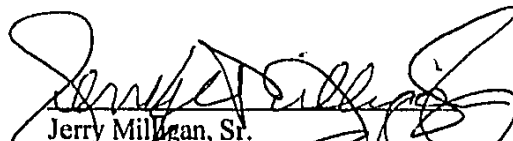
ARTICLE FIFTEEN

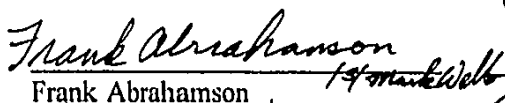
AMENDMENTS

The Shareholders shall have the power to alter, amend, or repeal provisions of these articles.

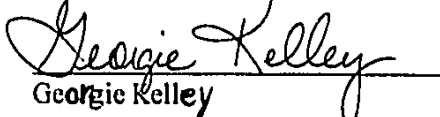
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 3rd day of September, 1997.

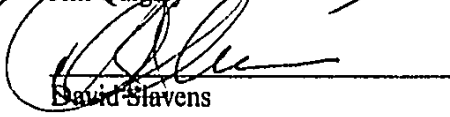

 Mark H. Welton


 Jerry Milligan, Sr.


 Frank Abrahamson


 Jim Quigley


 Georgie Kelley


 David Slavens

Steve D. Clegg
Steve Clegg

Bill Abrahamson
Bill Abrahamson & Mark Webb

Jerry Summerlin
Jerry Summerlin

A. Wayne Williamson
A. Wayne Williamson

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.

Mark Welton
Mark Welton as President
Mark Welton and Associates, P.A.

FILED
OCT - 1 PM 2:28
CLERK OF DISTRICT COURT
JULIA S. FLORES