



THE UNITED STATES
CORPORATION
COMPANY

997000092906

ACCOUNT NO. : 072100000032

REFERENCE : 581928 41001A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 29, 1997

ORDER TIME : 10:41 AM

ORDER NO. : 581928-005

100002332591-2

CUSTOMER NO: 41001A

CUSTOMER: Alison D. Kennedy, Esq
ST. JOE INDUSTRIES, INC.

Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: ST. JOE/ARVIDA COMPANY, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
OCT 29 AM 11:23
DIVISION OF CORPORATION

FILED
97 OCT 29 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT 29 1997

EFFECTIVE DATE
10/28/97

ARTICLES OF INCORPORATION
OF
ST. JOE/ARVIDA COMPANY, INC.

FILED
97 OCT 29 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is St. Joe/Arvida Company, Inc.

ARTICLE II

The existence of the Corporation shall begin on the date of acknowledgment of these articles of incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207. The initial registered agent for the Corporation at that address is Robert M. Rhodes.

ARTICLE VI

The initial board of directors shall consist of three (3) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Peter S. Rummell	1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207
Charles A. Ledsinger, Jr.	1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207
Robert M. Rhodes	1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207


ARTICLE VII

The name and street address of the person signing these articles of incorporation is Robert M. Rhodes, 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 28th day of October, 1997.


ROBERT M. RHODES

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for St. Joe/Arvida Company, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.


ROBERT M. RHODES

Date: October 28th, 1997

FILED
97 OCT 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA