



ACCOUNT NO. : 072100000032

REFERENCE : 572953... 83925A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 21, 1997

ORDER TIME : 3:04 PM

ORDER NO. : 572953-005

CUSTOMER NO: 83925A

CUSTOMER: Richard T. Morehead, Esq
RICHARD T. MOREHEAD, PA

920-c Third Street

Neptune Beach, FL 32266

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-10/22/97--01001--013
*****70.00 *****70.00

DOMESTIC FILING

NAME: DIXIE PARTNERS, 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: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 PM 1:19

RECEIVED
97 OCT 21 PM 4:07
DIVISION OF CORPORATIONS

W97-24016



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 PM 1:19

October 22, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: DIXIE PARTNERS, INC.
Ref. Number: W97000024016

We have received your document for DIXIE PARTNERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 297A00051446

RESUBMIT

Please give original
submission date as file date.

DIVISION OF CORPORATIONS

97 NOV 14 AM 11:29

RECEIVED

ARTICLES OF INCORPORATION

OF

DIXIE PARTNERS OF PONTE VEDRA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 PM 1:19

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

ARTICLE I

NAME

The name of this corporation is DIXIE PARTNERS OF PONTE VEDRA, INC.

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in the business of real property development and acquisition and related areas and other businesses as may be approved by the Board of Directors and which businesses are permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of capital stock which this corporation is authorized to have is one hundred shares of common capital stock with a par value of one dollar per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 105 Solana Road, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Pat McCray.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

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

Pat McCray
105 Solana Road, Ste. C
Ponte Vedra Beach, FL 32082

Michael E. Braren
183 S. LaPasada
Ponte Vedra Beach, FL 32082

Raymond Bivins
329 N. Roscoe
Ponte Vedra Beach, FL 32082

Paul Scull
202 33rd Ave. So.
Jacksonville Beach, FL 32250

ARTICLE VII

INCORPORATOR

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

Pat McCray
105 Solana Road, Ste. C
Ponte Vedra Beach, FL 32082

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval by the shareholders. The initial By-Laws of this corporation shall be adopted by the director.

ARTICLE IX

INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite of their names:

Pat McCray- 25 Shares
Raymond Bivins-25 Shares

Michael E. Braren-25 Shares
Paul Scull-25 Shares

Shares held by the initial stockholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE X

OFFICERS

The name and post office address of the officers of this corporation who shall hold office for the first year of the corporation, until successors are elected or appointed and have qualified are as follows:

Pat McCray, President
105 Solana Road
Ponte Vedra Beach, FL 32082

Michael E. Braren, Vice-President
183 S. LaPasada
Ponte Vedra Beach, FL 32082

Raymond Bivins, Secretary
329 N. Roscoe
Ponte Vedra Beach, FL 32082

Paul Scull, Treasurer
202 33rd Ave. So.
Jacksonville Beach, FL 32250

ARTICLE XI

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not approval is required by law.

ARTICLE XIII

POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XIV

PRINCIPAL PLACE OF BUSINESS

The initial principal place of business for the corporation is 105 Solana Road, Ponte Vedra Beach, Florida 32082.

ARTICLE XV

DIRECTOR COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

ARTICLE XVI

DIRECTORS QUORUM AND VOTING

The quorum for meeting of the initial Board of Directors shall be constituted by two directors. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of October, 1997.

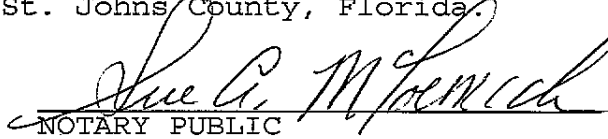

PAT MCCRAY

STATE OF FLORIDA

COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared **PAT McCRAY**, known to me and who presented a Florida State Drivers License for identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein described.

WITNESS my hand and official seal this 20th day of October, 1997, at Ponte Vedra Beach, St. Johns County, Florida.


NOTARY PUBLIC

STATE OF FLORIDA

My Commission expires:

SUZANNE A. MCCORMICK
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires July 9, 2000
Commission No. CC568565

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 21 PM 1:19

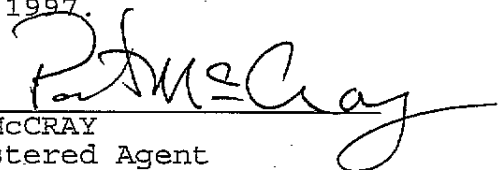
WITNESSETH

That DIXIE PARTNERS, desiring to organize under the laws of
OF PONTE VEDRA, INC.
the State of Florida, which will have its principal office in Ponte
Vedra Beach, Florida, has named PAT McCRAY, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT

Having been named by the incorporator of DIXIE PARTNERS OF PONTE VEDRA, INC.
to accept service of process for the Corporation, at the place
designated in this certificate, I hereby agree to serve as the
registered agent for the Corporation, and agree to comply with the
applicable provisions of the Florida Statutes.

Dated this 20 day of October, 1997.


PAT MCCRAY
Registered Agent