



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 607133 41001A

AUTHORIZATION

COST LIMIT : \$ 70.00

FILED
97 NOV 19 PM 21 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 19, 1997

ORDER TIME : 3:44 PM

ORDER NO. : 607133-005

CUSTOMER NO: 41001A

200002352472--9

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

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

RECEIVED
97 NOV 19 PM 4:07
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ST. JOE/CENTRAL FLORIDA
DEVELOPMENT, 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: Andrea C. Mabry

EXAMINER'S INITIALS: _____

W97-26197

me 11/20/97

EFFECTIVE DATE
11-17-97

* Needs file
date of

11-19-97 *

Thanks



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1997

CSC

SUBJECT: ST. JOE/CENTRAL FLORIDA DEVELOPMENT, INC.
Ref. Number: W97000026197

We have received your document for ST. JOE/CENTRAL FLORIDA DEVELOPMENT, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 497A00055606

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

EFFECTIVE DATE

11-19-97

FILED

97 NOV 19 PM 2:10

ARTICLES OF INCORPORATION
OF
ST. JOE/CENTRAL FLORIDA DEVELOPMENT, INC.

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/Central Florida Development, 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

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TALLAHASSEE, FLORIDA

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 17th day of November, 1997.

Robert M. Rhodes
ROBERT M. RHODES

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for St. Joe/Central Florida Development, 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
ROBERT M. RHODES

Date: November 17th, 1997