

P97000105708

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

ALAN B. BOOKMAN
T.A. BOROWSKI, JR.
GERALD L. BROWN
A.G. CONDON, JR.
ERICK M. DRICKA
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
KRAMER A. LITVAK
WM. DOUGLAS MARSH
GERALD MCKENZIE
JOHN W. MONROE, JR.
JOHN A. PANYKO
WANDA W. RADCLIFFE
JILL K. SATTERWHITE
ALAN C. SHEPPARD
J.D. SMITH
CRYSTAL COLLINS SPENCER
WARREN R. TODD

POST OFFICE DRAWER 1271
PENSACOLA, FLORIDA 32596

TOLL FREE 1-800-433-6581
<http://www.esclaw.com>

30 SOUTH SPRING STREET
PENSACOLA, FL 32501
(850) 433-6581
FACSIMILE (850) 434-5856

9428 NAVARRE PARKWAY
SUITE E
NAVARRE, FL 32566
(850) 939-0037
FACSIMILE (850) 936-0307

EFFECTIVE DATE
12-10-97

December 12, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32514

900002372009--8
-12/15/97-01061-012
***122.50 ***122.50

Re: RGB Communities, Inc./Incorporation
Our File No. R528-28178

Gentlemen:

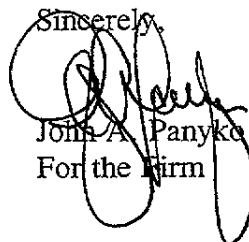
Enclosed please find the original and one copy of the Articles of Incorporation for RGB Communities, Inc., along with our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	52.50
TOTAL	\$122.50

FILED
DEC 15 PM 2:33
TALLAHASSEE, FLORIDA

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,


John A. Panyko
For the Firm

JAP/sab
Enclosures
cc: Richard R. Baker

F:\USERS\TAX\128178\divcorp.ltr

O/B
12-16-97

ARTICLES OF INCORPORATION

OF

RGB COMMUNITIES, INC.

EFFECTIVE DATE
12-10-97

FILED
97 DEC 15 PM 2:33
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is RGB COMMUNITIES, INC., and its principal office is located at 17 South Palafox Street, Suite 394, Pensacola, Florida 32501, and its mailing address is P.O. Box 12358, Pensacola, Florida 32582.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

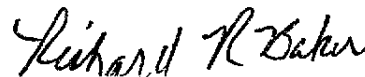
The street address of this corporation's initial registered office is 17 South Palafox Street, Suite 394, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is RICHARD R. BAKER.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is RICHARD R. BAKER, 17 South Palafox Street, Suite 394, Pensacola, Florida 32501.

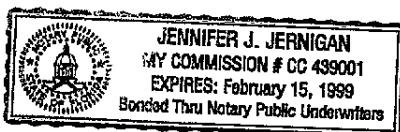
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of December, 1997.

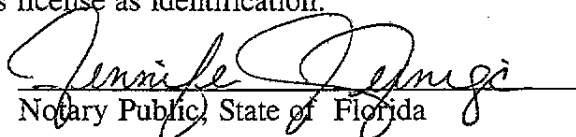


RICHARD R. BAKER, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 10th day of December, 1997, by RICHARD R. BAKER, who personally appeared before me and who is personally known to me or who has produced driver's license as identification.




Notary Public, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, RICHARD R. BAKER, am familiar with and hereby accept the appointment as Registered Agent for RGB COMMUNITIES, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 10th day of December, 1997.



RICHARD R. BAKER

FILED
97 DEC 15 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA