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SMITH
SAUER
& DEMARIA

ATTORNEYS AT LAW

January 28, 1998

G. Thomas Smith
Board Certified
Real Estate Attorney

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-02/02/98--01026--003
*****70.00 *****70.00

RE: Ayres Supplies & Service, Inc.

Gentlemen:

Enclosed is the signed original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a date-stamped copy to me as evidence of filing.

Your time and attention to this matter are greatly appreciated and if you have any questions, please do not hesitate to contact us at (904) 434-2761.

Sincerely,

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

/gh
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 8:45

2-4-98
WS

ARTICLES OF INCORPORATION
OF
AYRES SUPPLIES & SERVICE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 8:45

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is Ayres Supplies & Service, Inc.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

- (1) To acquire, operate and maintain a mobile home park.
- (2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express,

building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 900 Fort Pickens Road, Pensacola Beach. The name of the initial registered agent for the corporation at that address is Donald L. Ayres. The principal office of the corporation shall be 900 Fort Pickens Road #611, Pensacola Beach, Florida 32561.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is four (4). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

STREET ADDRESS

Donald L. Ayres
Patricia M. Ayres

900 Ft. Pickens Rd. #611, Pensacola Beach, FL 32561
900 Ft. Pickens Rd. #611, Pensacola Beach, FL 32561

ARTICLES VII-INCORPORATOR

The name and street address of the incorporator signing these Articles of
Incorporation is:

NAME

STREET ADDRESS

Donald L. Ayres

900 Ft. Pickens Rd. #611, Pensacola Beach, FL 32561

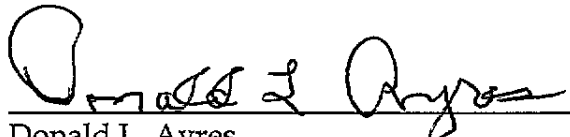
ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation
shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions
contained in these Articles of Incorporation or any amendment to them, and any right
conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of
Incorporation on this 28th day of January, 1998.


Donald L. Ayres

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Donald L. Ayres who ✓ is personally known to me or produced a as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 28th day of January, 1998.



G THOMAS SMITH
My Commission CC484286
Expires Jul. 26, 1999
Bonded by ANB
800-852-5878

G. Thomas Smith
Printed Name: G. Thomas Smith
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Ayres Supplies & Service, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

Donald L. Ayres
Donald L. Ayres

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 8:46