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BEGGS & LANE

ATTORNEYS AND COUNSELLORS AT LAW

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March 13, 1998

SEVENTH FLOOR BLOUNT BUILDING

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E. DIXIE BEGGS

Retired

BERT H. LANE

1917-1981

ROBERT P. GAINES
W. SPENCER MITCHEM
JAMES M. WEBER
ROBERT L. CRONGEYER
JOHN F. WINDHAM
J. NIXON DANIEL, III
RALPH A. PETERSON
GARY B. LEUCHTMAN
JOHN P. DANIEL
JEFFREY A. STONE
JAMES S. CAMPBELL
RUSSELL F. VAN SICKLE
RUSSELL A. BADDERS
GARY W. HUSTON
MARY JANE THIES
DAVID L. MCGEE
CHARLES T. WIGGINS

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

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-03/19/98--01094--008
****122.50 ****122.50

Re: C. D. E. of Pensacola, Inc.

Gentlemen:

Enclosed please find the following:

(1) The original and one copy of the Articles of Incorporation for the above corporation.

(2) Our check for \$122.50 to cover the filing of the registered agent fee, and certified copy cost.

(3) Self-addressed mailing envelope for use in returning the certified copy of the Articles to us.

We would appreciate your filing the enclosed Articles of Incorporation and immediately returning a certified copy to us in the enclosed mailing envelope.

If you should have any questions concerning the enclosures, or if you should require anything further from us, please call.

We thank you for your kind assistance in these matters.

Very truly yours,

James M. Weber
James M. Weber
For the Firm

JMW
3-20-98

JMW:jrf

Enclosures

FILED
98 MAR 19 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
C. D. E. OF PENSACOLA, INC.

FILED
98 MAR 19 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation and Principal Office

The name of the corporation shall be C. D. E. of Pensacola, Inc. The principal place of business and mailing address of this corporation shall be 14555 Innerarity Point Road, Pensacola, Florida, 32507.

ARTICLE II

Effective Date of Incorporation

The effective date of incorporation of C. D. E. of Pensacola, Inc., is hereby declared to be March 19, 1998.

ARTICLE III

Duration

The corporation shall have perpetual existence, commencing on the 19th day of March, 1998.

ARTICLE IV

Purpose

The corporation is organized for the purpose of transacting any and all lawful business, both within and without

the State of Florida, including, but not limited to, participating in the acquisition, holding, managing, development, leasing, and selling of both improved and unimproved real property, and the construction, maintenance, repair and refurbishing of improvements on real property.

ARTICLE V

Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of common stock, each share with a par value of One Dollar (\$1.00). No other class or type of stock shall be issued. The initial issue of shares of stock shall be 50% to David E. Evans and 50% to Charles R. Evans.

ARTICLE VI

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation, shall have the right to purchase a prorata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

Both the street address and the mailing address of the initial registered office of the corporation is 14555 Innerarity Point Road, Pensacola, Florida, 32507, and the name of the initial registered agent of this corporation at that address is Charles R. Evans.

ARTICLE VIII

Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws of the corporation, but the number of directors of the corporation shall not be less than one nor more than seven. The directors shall be elected in accordance with the provisions of the By-Laws. The names and addresses of the initial directors of the corporation are:

David E. Evans	1200 Ft. Pickens Road Unit 4D Pensacola Beach, Florida 32561
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Charles R. Evans	14555 Innerarity Point Road Pensacola, Florida 32507
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ARTICLE IX

Initial Officers

The affairs of the corporation shall be administered by the Officers, and shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided for in the By-Laws. The same person can hold more than one office. The officers shall be elected in accordance with the provisions of the By-Laws, and shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are elected by the Board of Directors are as follows:

<u>Office</u>	<u>Name and Address</u>
President	David E. Evans 1200 Ft. Pickens Road Unit 4D Pensacola Beach, FL 32561
Vice President	Charles R. Evans 14555 Innerarity Point Road Pensacola, Florida 32507
Secretary	Betty W. Evans 14555 Innerarity Point Road Pensacola, Florida 32507
Treasurer	Betty W. Evans 14555 Innerarity Point Road Pensacola, Florida 32507

ARTICLE X

Incorporator

The names and addresses of the incorporators signing these Articles are David E. Evans, 1200 Ft. Pickens Road, Unit 4D, Pensacola Beach, Florida, 32561, and Charles R. Evans, 14555 Innerarity Point Road, Pensacola, Florida, 32507.

ARTICLE XI

Amendment

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the stockholders, upon advance notice given of the change to be made. Upon approval by the Secretary of State, any such amendment shall become and be taken as a part of the original Articles of Incorporation.

ARTICLE XII

By-Laws

The power to adopt, alter, amend or repeal the By-Laws of the corporation shall be vested in the Board of Directors.

ARTICLE XIII

Shareholder Quorum and Voting

At any meeting of the Shareholders, fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV

Statutory Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 18th day of March, 1998.

David E. Evans
David E. Evans

Charles R. Evans
Charles R. Evans

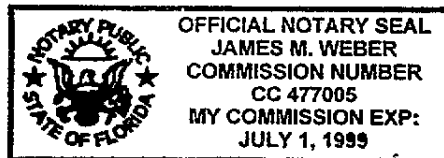
STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before the undersigned, a notary public in and for said State and County, this day personally appeared David E. Evans and Charles R. Evans, who are personally known to me and known to me to be the individuals described by said names in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the said document freely and voluntarily for the uses and purposes therein set forth. They did not take an oath.

Given under my hand and official seal this 18th day of March, 1998.

James M. Weber
Notary Public, State of Florida
at Large
My Commission Expires: July 1, 1999



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT C. D. E. OF PENSACOLA, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF
PENSACOLA BEACH, STATE OF FLORIDA, HAS NAMED CHARLES R. EVANS
(CITY) (STATE) (NAME OF RESIDENT)

14555 INNERARITY POINT ROAD
AGENT) (STREET ADDRESS AND NUMBER OF BUILDING, POST
OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF PENSACOLA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE David E. Evans
(CORPORATE OFFICER)

David E. Evans

TITLE President

DATE March 18, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Charles R. Evans
(REGISTERED AGENT)

Charles R. Evans

DATE March 18, 1998

FILED
MAR 19 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA