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BEGGS & LANE

ATTORNEYS AND COUNSELLORS AT LAW

POST OFFICE BOX 12950

PENSACOLA, FLORIDA 32576-2950

April 2, 1998

SEVENTH FLOOR BLOUNT BUILDING

3 WEST GARDEN STREET

PENSACOLA, FLORIDA 32501

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E. DIXIE BEGGS

Retired

BERT H. LANE

(917-1981)

ROBERT F. GAINES
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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

300002483453--0
-04/09/98-01011-015
****122.50 ****122.50

Re: Service Planning and Development Group, Inc.

Gentlemen:

Enclosed please find the following:

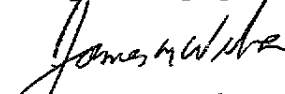
- (1) The original and one copy of the Articles of Incorporation for the above corporation.
- (2) Our check for \$122.50 to cover the filing fee, registered agent fee, and certified copy cost.
- (3) Self-addressed mailing envelope for use in returning the certified copy of the Articles to us.

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
For the Firm

JMW:jrf

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -9 AM 10:33

D. BROWN APR 10 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -9 AM 10:33

ARTICLES OF INCORPORATION
OF
SERVICE PLANNING AND DEVELOPMENT GROUP, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person 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 Service Planning and Development Group, Inc. The principal place of business and mailing address of this corporation shall be 4010 Collingswood Road, Pensacola, Florida, 32514-6407.

ARTICLE II

Effective Date of Incorporation

The effective date of incorporation of Service Planning and Development Group, Inc., is hereby declared to be April 9, 1998.

ARTICLE III

Duration

The corporation shall have perpetual existence, commencing on the 9th day of April, 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, residential development; airport planning; public service; 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.

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 4010 Collingswood Road, Pensacola, Florida, 32514-6407, and the name of the initial registered agent of this corporation at that address is Malcolm B. Cobb.

ARTICLE VIII

Initial Board of Directors

The corporation shall have three 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:

Samuel C. Newman	407 West Lee Street Pensacola, Florida 32501
Duane A. Osborne	5550 Trafalgar Drive Pensacola, Florida 32504
Malcolm B. Cobb	4010 Collingswood Road Pensacola, Florida 32514-6407

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	Samuel C. Newman 407 West Lee Street Pensacola, Florida 32501
Vice President	Duane A. Osborne 5550 Trafalgar Drive Pensacola, Florida 32504
Secretary	Malcolm B. Cobb 4010 Collingswood Road Pensacola, Florida 32514-6407
Treasurer	Malcolm B. Cobb 4010 Collingswood Road Pensacola, Florida 32514-6407

ARTICLE X

Incorporator

The name and address of the incorporator signing these Articles is Samuel C. Newman, 407 West Lee Street, Pensacola, Florida, 32501.

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 of stock 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 07th day of April, 1998.


Samuel C. Newman

STATE OF FLORIDA

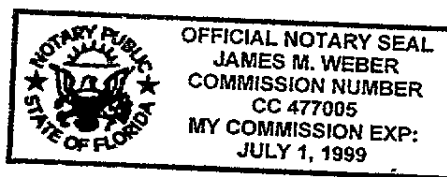
COUNTY OF ESCAMBIA

Before the undersigned, a notary public in and for said State and County, this day personally appeared Samuel C. Newman, who is personally known to me and known to me to be the individual described by said name in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed

the said document freely and voluntarily for the uses and purposes therein set forth. He did not take an oath.

Given under my hand and official seal this 7th day of April, 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 SERVICE PLANNING AND DEVELOPMENT GROUP, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

PENSACOLA, STATE OF FLORIDA, HAS NAMED MALCOLM B. COBB
(CITY) (STATE) (NAME OF RESIDENT)

AGENT, LOCATED AT 4010 COLLINGSWOOD ROAD
(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 Samuel C. Newman
(CORPORATE OFFICER)

TITLE Samuel C. Newman
President

DATE April 7, 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 Malcolm B. Cobb
(REGISTERED AGENT)

DATE Malcolm B. Cobb
April 7, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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