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DONALD A. ROARK, P.A.
Attorney and Counsellor at Law
201 E. Government Street
Pensacola, Florida 32501

(850) 432-7723
FAX: (850) 433-6222

May 14, 1998

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*****70.00 *****70.00

Secretary of State
Corporation Division
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 PM 3:42

RE: Incorporation of Roy G. Godwin and Barbara L. Godwin, P.A.

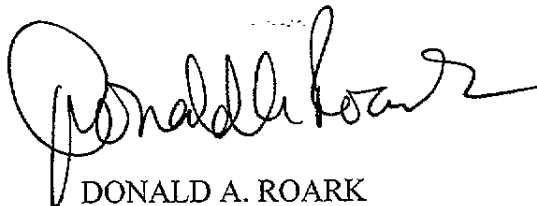
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-listed business and the resident agent designation.

Please register this corporation with your office, returning the enclosed copy showing date filed stamped thereon. Enclosed is our firm check in the amount of \$70.00 to cover the necessary filing fees.

Thank you for your assistance in this matter.

Sincerely,



DONALD A. ROARK

DAR:hh

Encls.

5/18/98
5/20

ARTICLES OF INCORPORATION
OF
ROY G. GODWIN AND BARBARA L. GODWIN, P.A.

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The undersigned natural person, competent and licenced to practice real estate sales and/or brokerage in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation shall be ROY G. GODWIN AND BARBARA L. GODWIN, P.A. The principal office of the corporation shall be 3254 Fordham Parkway, Gulf Breeze, Florida 32561, and the mailing address of the corporation shall be the same.

ARTICLE II

PURPOSES

The purpose or purposes for which the corporation is organized is for the practice of real estate sales and/or brokerage in the State of Florida and to transact all lawful business for which corporations may be organized under the Florida Professional Services Corporation Act.

ARTICLE III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at ONE DOLLAR (\$1.00) per share

par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to individuals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

The corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The address of this corporation's initial registered office is 3254 Fordham Parkway, Gulf Breeze, FL 32561, and the name of its initial registered agent at said address is Roy G. Godwin.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is Roy G. Godwin, 3254 Fordham Parkway, Gulf Breeze, FL 32561.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of a majority of the Shareholders but shall never be less than one. The name and address of the initial Directors of this corporation are:

Roy G. Godwin
4187 Madura Road East
Gulf Breeze, FL 32561

Barbara L. Godwin
4187 Madura Road East
Gulf Breeze, FL 32561

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 15th day of May, 1998.



ROY G. GODWIN
INCORPORATOR

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 15th day of May, 1998, by Roy G. Godwin, who personally appeared before me and is personally known to me or has

produced _____ as identification.

HELEN P. HILL
Notary Public-State of Florida
My Commission Expires Jan. 11, 2001
CC 250974

Bonded thru Aetna Casualty & Surety Co.

Helen P. Hill
Name: _____
NOTARY PUBLIC - STATE OF FLORIDA
My Commission expires: _____
Commission number: _____

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

ROY G. GODWIN AND BARBARA L. GODWIN, P.A.

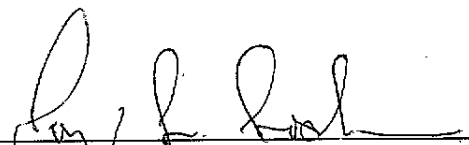
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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First--that ROY G. GODWIN AND BARBARA L. GODWIN, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Gulf Breeze, County of Santa Rosa, State of Florida, has named ROY G. GODWIN, located at 3254 Fordham Parkway, City of Gulf Breeze, County of Santa Rosa, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



ROY G. GODWIN, Registered Agent