

DANIEL S. BRIM

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P98000050352

June 2, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: A. B. WILLIS PROPERTIES, INC.
Articles of Incorporation

400002546774--3

-06/03/98--01103--019
****122.50 ****122.50

Dear Sir:

In connection with the captioned incorporation, I am enclosing my Business Account Check in the amount of \$122.50 along with the original Articles and a copy thereof. Please return a certified copy of these Articles at your earliest convenience.

Thank you for your assistance in this matter.

Yours truly,



Daniel S. Brim

DSB:sak
Enclosure

FILED
98 JUN -3 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-5-98

**ARTICLES OF INCORPORATION
OF
A. B. WILLIS PROPERTIES, INC.
A Florida Corporation**

FILED
98 JUN -3 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is A. B. WILLIS PROPERTIES, INC., a Florida corporation.

ARTICLE II.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, or in any other state in which this corporation may be qualified to do business.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to (1) natural persons, (2) estates, or (3) a trust as described in the 26 United States Code Section 1371 defining a "small business corporation". Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE IV.

The duration of the corporation is perpetual.

ARTICLE V.

The Registered Agent and the street address of the initial Registered Agent

shall be:

ANN B. WILLIS
829 Mary Street
Fernandina Beach, FL 32034

The Principal Office of this corporation in the State of Florida shall be:

829 Mary Street
Fernandina Beach, FL 32034

ARTICLE VI.

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII.

The name and address of the initial directors of this corporation are:

ANN B. WILLIS
829 Mary Street
Fernandina Beach, FL 32034

ARTICLE VIII.

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

ANN B. WILLIS
829 Mary Street
Fernandina Beach, FL 32034

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock

entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, on this 28 day of May, 1998.

Ann B Willis
ANN B. WILLIS
Incorporator

STATE OF FLORIDA

COUNTY OF NASSAU

Sworn to and subscribed before me this 28th day of May, 1998, by ANN B. WILLIS, who is personally known to me or who has produced a driver's identification as identification.



Sandra Alene Kramer
Notary: Sandra Alene Kramer
State of Florida; My Commission
Expires: 09/14/00

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE
PURSUANT TO THE PROVISIONS OF SECTION 607.0501
OR 617.0501, FLORIDA STATUTES, THE UNDER-SIGNED
CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is A. B. WILLIS PROPERTIES, INC.,
a Florida corporation.

2. The name and address of the registered agent is:

ANN B. WILLIS
829 Mary Street
Fernandina Beach, FL 32034

3. The Principal office of the corporation is:

ANN B. WILLIS
829 Mary Street
Fernandina Beach, FL 32034

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

EXECUTED this 28 day of May, 1998.



ANN B. WILLIS
REGISTERED AGENT