



THE UNITED STATES
CORPORATION
COMPANY

P98000066617

ACCOUNT NO. : 072100000032

REFERENCE : 908529 81219A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 29, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 908529-005

CUSTOMER NO: 81219A

CUSTOMER: Ms. Danice M. Wallace
W. WADE WALLACE, ESQUIRE

Suite 26
10221 Emerald Coast Parkway
Destin, FL 32541

500002601625--8

-07/29/98--01056--022
****122.50 ****122.50

DOMESTIC FILING

NAME: SANTA ROSA PLAZA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

7-29
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**ARTICLES OF INCORPORATION
OF
SANTA ROSA PLAZA, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: **SANTA ROSA PLAZA, INC.**

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Corporate Purpose

This corporation is organized to transact any and all lawful business for which the corporation may be incorporated pursuant to Chapter 607 and Chapter 621, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV

Principal Office/Mailing Address

The street address of the initial principal office is: 1214 US Highway 98 East, Fort Walton Beach, Florida 32548. The mailing address of the corporation is: Post Office Box 1268, Phenix City, Alabama 36868.

ARTICLE V

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata 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

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

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If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders, nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541; the name of the initial registered agent of this corporation at that address is: W. Wade Wallace.

ARTICLE IX

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws.

ARTICLE X

Initial Officers

The corporation shall have the following officers; President, Vice-President, Secretary and Treasurer, who shall be elected by a majority vote of the directors.

ARTICLE XI

Incorporators

The name and address of the incorporator is: W. Wade Wallace, W. Wade Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541.

ARTICLE XII

Action by Directors Without a Meeting

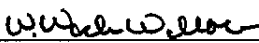
The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of July, 1998.

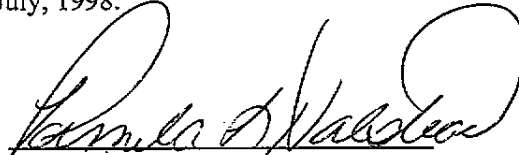


W. WADE WALLACE

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 28th day of July, 1998, by W. WADE WALLACE, who is personally known to me or who has produced N/A as identification.

WITNESS my hand and seal this 28th day of July, 1998.



Name: Pamela L. Halstead

Notary Public

My commission expires: 10-27-2001

Affix Seal



Pamela L. Halstead
MY COMMISSION # CC691792 EXPIRES
October 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That **SANTA ROSA PLAZA, INC.**, with its principal place of business at 1214 US Highway 98 East, Fort Walton Beach, Florida 32548, has named **W. WADE WALLACE**, located at W. Wade Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Date: 7/28/98

W. Wade Wallace
W. WADE WALLACE

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