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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SUBJECT: Shoreline Palms and Landscaping Inc.
(Proposed corporate name-must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u>\$70.00</u>	<u>\$78.75</u>	<u>\$122.50*</u>	<u>XX</u> <u>\$131.25*</u>
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee Certified Copy & Certificate

*Additional copy required

FROM: Grant Spitzer, Esq.
730 Jenks Ave.
Panama City, Florida 32401
(850) 769-6851

NOTE: Please provide the original and one copy of the articles.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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8-20-98
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**ARTICLES OF INCORPORATION
OF
SHORELINE PALMS AND LANDSCAPING, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE 1 - CORPORATE NAME

Name of this corporation is Shoreline Palms and Landscaping, INC.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business of this corporation is 3010 South County Highway 395 Seagrove Beach, Florida 32459, and the mailing address of the corporation is P.O. Box 2158 Santa Rosa Beach, Florida 32459.

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares with no par value.

ARTICLE 4 - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is Michael Adams 406 Albatross Street, Panama City, Florida 32413.

ARTICLE 5 - INCORPORATORS


The name and street address of the incorporator to these articles of incorporation is:

Michael Adams 406 Albatross Street Panama City Beach, FL 32413.

ARTICLE 6 - PREEMPTIVE RIGHTS

Every stockholder of this corporation, upon the sale for cash of any new stock 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.

IN WITNESS WHEREFORE, the undersigned has made and subscribed these Articles of Incorporation a Panama City, Florida for the uses and purpose therein expressed on this 14th day of August, 1998.



Michael Adams

STATE OF FLORIDA
COUNTY OF Bay

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared Michael Adams, to me known to be the person described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this 14th day of August, 1998.

 Jennifer Spitzer
My Commission CC677686
Expires October 8, 1999


NOTARY PUBLIC
My Commission Expires:

**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

Pursuant to the provisions of F.S. 607.0501, the undersigned 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 Shoreline Palms and Landscaping, Inc.

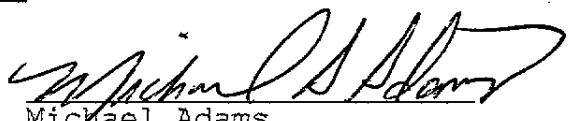
2. The name of the registered agent is Michael Adams.

3. The address of the registered agent/registered office is 406 Albatross Street, Panama City Beach, Florida

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation. 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 obligations of my position as registered agent.

DATED this 14th day of August, 1998.


Michael Adams

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