

LAW OFFICE OF
LAWRENCE J. BERNARD
ATTORNEY AT LAW
1403 DUNN AVENUE, SUITE 20
JACKSONVILLE, FLORIDA 32218

REAL PROPERTY
PROBATE

(904) 751-6980
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LANDLORD & TENANT
CORPORATIONS

P 98000092345

October 29, 1998

Secretary of State
The Capitol
Tallahassee, Florida 32314

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****122.50 *****78.75

Attn: Division of Corporations

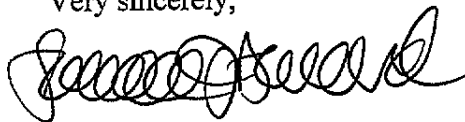
Re: Articles of Incorporation for
Phelps & Dent Land, a Florida corporation
Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the above referenced Articles which are enclosed for filing with your office. I have also enclosed my firm check in the amount of \$122.50 to pay for your services.

Thank you for your assistance in this matter.

Very sincerely,



Lawrence J. Bernard

Jamie _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT Articles
DATE 10/29/98
DOC. EXAM. mm

FILED
98 OCT 29 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LJB:jlm

Enclosures

10/30/98
mm

ARTICLES OF INCORPORATION
OF
PHELPS & DENT LAND, Inc.
a Florida corporation

I, Jock Phelps, the undersigned, do hereby make and form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be: **PHELPS & DENT LAND, Inc.** a **Florida corporation**. The address of the principal office of the corporation is: 5369 Deer Island Road, Green Cove Springs, Florida 32043.

ARTICLE TWO

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE THREE

DURATION

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

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TALLAHASSEE, FLORIDA

ARTICLE FIVE
INCORPORATORS

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

Jock Phelps
5369 Deer Island Road
Green Cove Springs, Florida 32043

ARTICLE SIX
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
Jock Phelps	25 shares
Meagan Phelps	25 shares
Steve Dent	25 shares
Alice Dent	25 shares

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be

the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5369 Deer Island Road, Green Cove Springs, Florida 32043, and the name of the initial registered agent of this corporation at this address is Jock Phelps.

ARTICLE TEN
INITIAL BOARD OF DIRECTORS

This corporation shall have (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The names and address of the initial directors of this corporation are:

Jock Phelps
5369 Deer Island Road
Green Cove Springs, Florida 32043

Meagan Phelps
5369 Deer Island Road
Green Cove Springs, Florida 32043

Steve Dent
5369 Deer Island Road
Green Cove Springs, Florida 32043

Alice Dent
5369 Deer Island Road
Green Cove Springs, Florida 32043

ARTICLE ELEVEN
OFFICERS

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President - Jock Phelps
5369 Deer Island Road
Green Cove Springs, Fl 32043

Vice-President - Steve Dent
5369 Deer Island Road
Green Cove Springs, Fl 32043

Secretary - Meagan Phelps
5369 Deer Island Road
Green Cove Springs, Fl 32043

Treasurer - Alice Dent
5369 Deer Island Road
Green Cove Springs, Fl 32043

ARTICLE TWELVE
SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

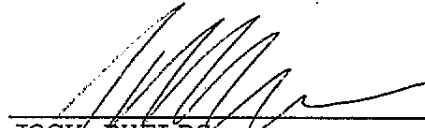
ARTICLE THIRTEEN
INDEMNIFICATION

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

ARTICLE FOURTEEN
AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of October, 1998.



JOCK PHELPS

STATE OF FLORIDA
COUNTY OF DUVAL


The foregoing instrument was sworn to and subscribed before me this 16th day of October, 1998, by JOCK PHELPS who has produced personally known as identification.

Karen W. Kelly

Signature of person taking acknowledgment

Karen W. Kelly

Printed name of person taking acknowledgment

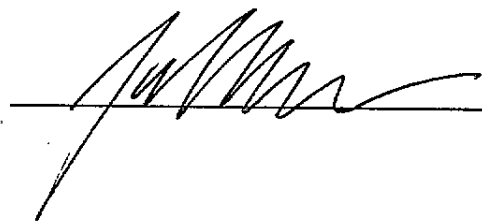
 Karen W Kelly
My Commission **CC782297**
Expires July 26, 2002

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that Phelps & Dent Land, Inc., a Florida corporation, 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 Jacksonville, County of Duval, State of Florida, has named Jack Phelps, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the 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 office open.



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