

P99000001952



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 083091 4307842

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1998

ORDER TIME : 12:45 PM

ORDER NO. : 083091-025

CUSTOMER NO: 4307842

800002726698--2

CUSTOMER: Michael E. Goodbread, Jr., Esq
MARTIN ADE BIRCHFIELD &
MARTIN ADE BIRCHFIELD &
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

DOMESTIC FILING

NAME: ~~EMERALD CREST, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

524, 2544
167
W99-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 4:37

g 1/7/99



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date

SUBJECT: EMERALD CREST, INC.
Ref. Number: W99000000097

*OF GADSDEN
COUNTY, INC.*

We have received your document for EMERALD CREST, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 499A00000140

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99 JAN -7 AM 9:53



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98 DEC 30 PM 4:37

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CSC NETWORKS

RESUBMIT

Please give original
submission date as file date.

SUBJECT: EMERALD CREST, INC.
Ref. Number: W98000029237

We have received your document for EMERALD CREST, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

YOU MAY NOT SIGN YOUR DOCUMENT ON JANUARY 2, 1999. PLEASE MAKE THIS CORRECTION.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 498A00061078

RECEIVED
DIVISION OF CORPORATIONS
JAN 2 1999
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12/31/98

ARTICLES OF INCORPORATION
OF

EMERALD CREST OF GADSDEN COUNTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 PM 4:37

ARTICLE I.

NAME

The name of this corporation is Emerald Crest of Gadsden County, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is Route 5, Box M, Havana, Florida 32333.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of One Cent (\$.01) per share. Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is Route 2, Box 156C, Quincy, Florida 32351, and the name of the initial registered agent of this corporation at that address is Donald F. May, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.
INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

H. Maxwell Fletcher, Jr.

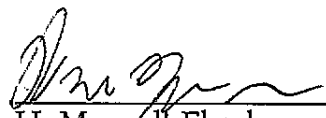
ADDRESS

113 North Madison Street
Quincy, Florida 32351

ARTICLE VII.
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholders or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal as of the 31st day of December, 1998.



H. Maxwell Fletcher
Incorporator

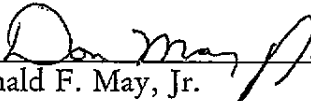
CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF

EMERALD CREST OF GADSDEN COUNTY, INC.

FILED
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DIVISION OF CORPORATIONS
98 DEC 30 PM 4:37

Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1997), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon ~~Emerald Crest, Inc.~~ Emerald Crest of Gadsden County, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at Route 2, Box 156C, Quincy, Florida 32351.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Gadsden County, Florida, on this 28th day of December, 1998.


Donald F. May, Jr.
Registered Agent