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DISTRICT OF COLUMBIA  
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P99000011236

January 28, 1999

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

100002760181--3  
-02/01/99--01035--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Prentice Development Company, Inc.

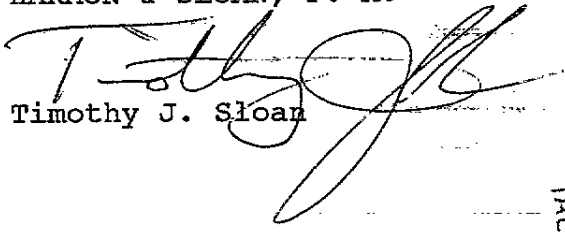
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$78.75 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.

  
Timothy J. Sloan

TJS/da

Enclosures

cc: J. Michael Hunnicutt

FILED  
99 FEB -2 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JB  
2-4-99  
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**ARTICLES OF INCORPORATION**  
**OF**  
**PRENTICE DEVELOPMENT COMPANY, INC.,**  
**a Florida corporation**

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99 FEB -2 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is Prentice Development Company, Inc.

**ARTICLE II - PURPOSE**

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

**ARTICLE III - TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

**ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the initial principal office of the corporation in the State of Florida is 8317 Front Beach Road, Suite 10, Panama City Beach, Florida 32408. The registered agent for this corporation is J. Michael Hunnicutt, whose address is 8317 Front Beach Road, Suite 10, Panama City Beach, Florida 32408.



ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is two (2). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation is as follows:

J. MICHAEL HUNNICUTT  
8317 Front Beach Road  
Suite 10  
Panama City Beach, FL 32408

ASHBY L. HUNNICUTT  
8317 Front Beach Road  
Suite 10  
Panama City Beach, FL 32408

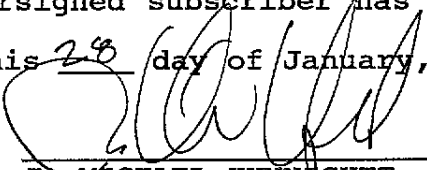
ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is J. Michael Hunnicutt, whose address is 8317 Front Beach Road, Suite 10, Panama City Beach, FL 32408.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
J. MICHAEL HUNNICUTT  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 28<sup>th</sup> day of January, 1999, by J. MICHAEL HUNNICUTT, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public - Signature



Dana C Aylor  
My Commission CC648398  
Expires May 19, 2001



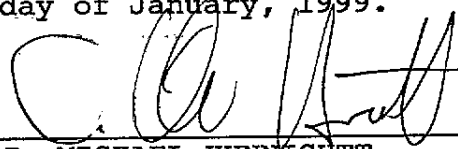
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

PRENTICE DEVELOPMENT COMPANY, INC.,  
a Florida corporation

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 28 day of January, 1999.

  
J. MICHAEL HUNNICUTT  
Registered Agent

FILED  
99 FEB -2 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA