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CHAPMAN, CHAPMAN & CHAPMAN, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

1920 GOLF STREET

SARASOTA, FLORIDA 34236-6997

Kenneth D. Chapman
Kenneth D. Chapman, Jr.
Forrest Chapman (1891-1967)

January 27, 1999

Telephone 366-1600
Telefax 366-1601
Area Code (941)

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

RE: **PALM BAY PROPERTY GROUP, INC.**

300012750353--9
02/01/99-00006-006
122.50 **78.75

Dear Sir or Madam:

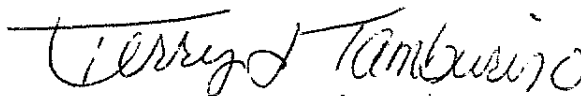
I have enclosed for your review and filing the original and one (1) copy of the Articles of Incorporation for **PALM BAY PROPERTY GROUP, INC.**, and a check in the amount of ONE-HUNDRED TWENTY-TWO DOLLARS AND FIFTY CENTS (\$122.50) payable to The Florida Department of State for the following:

Filing Fee, for Articles of Incorporation, F.S. 607.0122 (1)	\$35.00
Filing Fee for Resident Agent F.S. 607.0122 (7)	35.00
Certified Copy, F.S. 607.0122 (23)	<u>52.50</u>
TOTAL	\$122.50

Please return a certified copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention to this matter.

Sincerely,



Terry J. Tamburino
Legal Assistant

/tjt
Enc.

FILED
99 FEB -1 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 4 1999

ARTICLES OF INCORPORATION
OF
PALM BAY PROPERTY GROUP, INC.

FILED
FEB -1 PM 3:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is PALM BAY PROPERTY GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the Principal mailing and office address of the corporation is 530 US 41 By Pass So., Unit 4A, Venice, Florida 34292.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in and conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with a par value of Ten (\$10.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 530 US 41 By Pass So., Unit 4A, Venice, Florida 34292, and that the name of the initial registered agent of this corporation at that address is THOMAS J. FORD.

ARTICLE VI - INCORPORATOR

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

THOMAS J. FORD
504 Dona Drive
Nokomis, Florida 34275

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the bylaws. The names and addresses of the initial directors of this corporation are:

THOMAS J. FORD
504 Dona Drive
Nokomis, Florida 34275

JOHN P. KINNEY
350 S. Polk Drive - Apt. 204
Sarasota, Florida 34236

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority vote of the stock entitled to vote thereon.

I, THE UNDERSIGNED, being the original subscriber of the capital stock hereinafter mentioned, and for the transaction of business under the provisions of the laws of Florida, do make, sign, acknowledge and file in the office of the Secretary of State, this Certificate of Incorporation.

WITNESS my hand and seal this 26th day of January, 1999.



THOMAS J. FORD

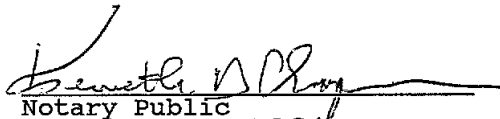
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99 FEB -1 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF SARASOTA

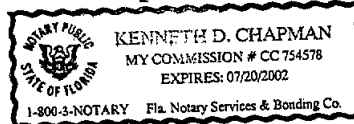
BEFORE ME, the undersigned authority personally appeared THOMAS J. FORD, to me personally known and known to be the subscriber and person named in the foregoing charter of PALM BAY PROPERTY GROUP, INC., who being by me first duly sworn, deposed and says that it is intended in good faith to carry out the purposes and objectives as set forth in the foregoing proposed charter.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 26th day of January, 1999.



Notary Public

My Commission Expires:



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

By 

THOMAS J. FORD