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Admitted to Florida and Georgia Bars

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January 26, 1999

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

8000002760298--8  
--02/01/99--01100--017  
\*\*\*\*122.50 \*\*\*\*78.75

Re: Chapin Construction, Inc.

Dear Sir:

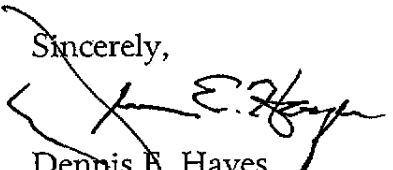
Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$122.50 to cover your charges as follows:

Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	52.50
Fee for Filing Certificate of Registered Agent	<u>35.00</u>
Total	\$122.50

FILED  
99 FEB -1 AM 11:59  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Sincerely,

  
Dennis E. Hayes

DEH/nl

Enclosures

cc: Chapin Construction, Inc.  
DHWORK\CHAPIN\SECST.LTR  
99-021

W99-2908  
ayc  
2/19



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

February 4, 1999 .

**DENNIS E. HAYES**  
233 EAST BAY ST., STE. 620  
JACKSONVILLE, FL 32202

**SUBJECT: CHAPIN CONSTRUCTION, INC.**  
Ref. Number: W99000002908

We have received your document for CHAPIN CONSTRUCTION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 999A00005048

ARTICLES OF INCORPORATION  
OF  
CHAPIN CONSTRUCTION, INC.

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Chapin Construction, Inc. The corporation's initial principal office and mailing address are located at 212 Pink Ibis Court, Ponte Vedra, Florida 32082.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

FILED  
99 FEB -1 AM 11:59  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on February 1, 1999.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 East Bay Street, Suite 620, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation is Dennis E. Hayes. 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

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

NAME

ADDRESS

Huntington K. Chapin

212 Pink Ibis Court  
Ponte Vedra, Florida 32082

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

ADDRESS

Huntington K. Chapin

212 Pink Ibis Court  
Ponte Vedra, Florida 32082

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the 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.

## ARTICLE IX

### PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:


A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of

shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 29<sup>th</sup> day of January, 1999.

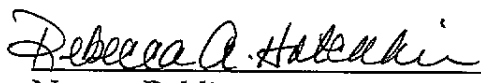
 (SEAL)  
Huntington K. Chapin, Incorporator

STATE OF FLORIDA }  
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this the 29<sup>th</sup> day of January, 1999, by Huntington K. Chapin, who is personally known to me, or who has produced his/her drivers license or other type of identification Fla. Drivers license and who did take an oath.



REBECCA A. HOTCHKISS  
Notary Public, State of Florida  
My comm. expires Dec. 27, 2000  
Comm. No. CC 607053

  
Notary Public  
My Commission Expires: 12/27/2000

\_\_\_\_\_  
(Typed, Stamped or Printed)

\_\_\_\_\_  
Serial Number (if any)

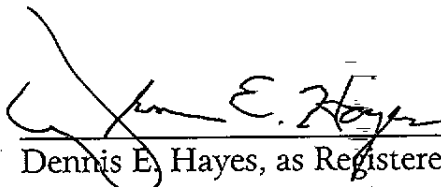
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND  
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Chapin

Construction, Inc., desiring to organize under the laws of the State of Florida with its  
initial principal office, as indicated in its articles of incorporation, being located at  
212 Pink Ibis Court, Ponte Vedra, Florida 32082, has designated Dennis E. Hayes as  
its initial registered agent to accept service of process within this state, and has  
designated as its initial registered office the following address: 233 East Bay Street,  
Suite 620, Jacksonville, Florida 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned,  
having been designated as the initial Registered Agent for the service of process  
within the State of Florida upon Chapin Construction, Inc., a corporation organized  
under the laws of the State of Florida, 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 233 East Bay Street,  
Suite 620, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my  
hand and seal at Jacksonville, Duval County, Florida, on this 27<sup>th</sup> day of January,  
1999.

  
Dennis E. Hayes, as Registered Agent