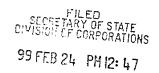


THE UNITED STATES CORPORATION	•
ACCOUNT NO. : 072100000032	
REFERENCE : 147252 81034A	-
AUTHORIZATION: Patricia Print	
COST LIMIT: \$ 78.75	
ORDER DATE : February 24, 1999	
ORDER TIME : 4:13 PM	
ORDER NO. : 147252-005	
CUSTOMER NO: 81034A 100002	7865418
CUSTOMER: Michael W. Mead, Esq MICHAEL WM. MEAD, ESQ MICHAEL WM. MEAD, ESQ P. O. Drawer 1329 Fort Walton Bea, FL 32549-1329	· _
Fort Walton Bea, FL 32549-1329	. ·
DOMESTIC FILING	· · · · · · · · · · · · · · · · · · ·
NAME: AGF DEVELOPERS, INC.	99 FEI
EFFECTIVE DATE:	3 24
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP	EO Y OF STAT GRPORATI
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	ATE ATION
XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	<i>S</i>
CONTACT PERSON: Angle Glisar EXAMINER'S INITIALS:	1 2 35 99



ARTICLES OF INCORPORATION

OF

AGF DEVELOPERS, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. Name

The name of this corporation is: AGF DEVELOPERS, INC.

ARTICLE II. Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III. Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV. Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is NINE HUNDRED (900) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V. Address

The principal place of business of this corporation shall be 105 Auburn Road, Fort Walton Beach, Florida 32547, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII. Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII. Officers

The names and addresses of the President,

Vice-President(s), Secretary, and Treasurer are:

<u>Name</u>	Address	<u>Office</u>
Britt E. Garrett	11 Racetrack Road Fort Walton Beach Florida 32547	- .
Leo A. Whitworth, Jr.	105 Auburn Road Fort Walton Beach Florida 32547	Vice-President, Secretary and Treasurer
Max Bruner, Jr.	901 Santa Rosa Blvd Fort Walton Beach Florida 32548	. Vice-President _

ARTICLE IX. Subscribers

The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

Name	Address	Shares	 =
Britt E. Garrett	11 Racetrack Road Fort Walton Beach Florida 32547	300	
Leo A. Whitworth, Jr.	105 Auburn Road Fort Walton Beach Florida 32547	300	-
Max Bruner, Jr.	901 Santa Rosa Blvd. Fort Walton Beach Florida 32548	300 .	- 1 -

ARTICLE X. Registered Agent

The Registered Agent of the corporation shall be LEO A. WHITWORTH, JR., and the street address of the office, place of business or location for the service of process within this State shall be: 105 Auburn Road, Fort Walton Beach, Florida 32547.

ARTICLE XI. Incorporator

The names and addresses of the incorporators to these Articles of Incorporation are:

Britt E. Garrett

11 Racetrack Road Fort Walton Beach

Florida 32547

Leo A. Whitworth, Jr.

105 Auburn Road Fort Walton Beach Florida 32547

Max Bruner, Jr.

901 Santa Rosa Blvd. Fort Walton Beach

Florida 32548

IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 29%day of January, A.D., 1999.

STATE OF FLORIDA COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 29% day of January, 1999, by Britt E. Garrett, who is_ personally known to me.

> OFFICIAL NOTARY SEAL **BEVERLY J GARRETT** NOTARY PUBLIC STATE OF FLORIDA NOTARY PUBLIC

COMMISSION NO. CC744313 My Commission Expires: MY COMMISSION EXP. JUNE 15,2002

STATE OF FLORIDA COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this_ 29th day of January, 1999, by Leo W. Whitworth, Jr., who is personally known to me.

> OFFICIAL NOTARY SEAL BEVERLY | GARRETT

NOTARY PUBLIC STATE OF FLORIDAN OT ARY PUBLIC

COMMISSION NO. CC744313 My Commission Expires: MY COMMISSION EXP. JUNE 15,2002

STATE OF FLORIDA COUNTY OF OKALOOSA

CORP\AGFDevelopers.Articles

MWM/bjg

The foregoing instrument was acknowledged before me this 29/b day of January, 1999, by Max Bruner, Jr., who personally known to me.

Notary P#bl/ic

My Commission Expires:

OFFICIAL NOTARY SEAL BEVERLY J GARRETT NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC744313 MY COMMISSION EXP. JUNE 15,2002

99 FEB 24 PH 12: 47

STATE OF FLORIDA DEPARTMENT OF STATE

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:

AGF DEVELOPERS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 105 Auburn Road, Fort Walton Beach, Okaloosa County, Florida 32547, has named Leo A. Whitworth, Jr., located at 105 Auburn Road, Fort Walton Beach, Okaloosa County, Florida 32547 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Leo A. Whitworth, Jr.

CORP\AGFDevelopers.RA MWM/bjg