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ACCOUNT NO. : 072100000032

REFERENCE : 147252 81034A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 78.75

ORDER DATE : February 24, 1999

ORDER TIME : 4:13 PM

ORDER NO. : 147252-005

CUSTOMER NO: 81034A

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CUSTOMER: Michael W. Mead, Esq
MICHAEL WM. MEAD, ESQ
MICHAEL WM. MEAD, ESQ
P. O. Drawer 1329

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: AGF DEVELOPERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

g. 2/25/99

RECEIVED
99 FEB 24 PM 4:13
DIVISION OF CORPORATIONS

FILED
99 FEB 24 PM 12:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 24 PM 12:47

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>	<u>Address</u>	<u>Office</u>
Britt E. Garrett	11 Racetrack Road Fort Walton Beach Florida 32547	President
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:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
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

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 29th day of January, A.D., 1999.

B. E. Garrett
BRITT E. GARRETT

Leo A. Whitworth, Jr.
LEO A. WHITWORTH, JR.

Max Bruner, Jr.
MAX BRUNER, JR.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this
29th 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
COMMISSION NO. CC744313
MY COMMISSION EXP. JUNE 15, 2002

Beverly J. Garrett
Notary Public
My Commission Expires:

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

Beverly J. Garrett
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

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

Beverly J. Garrett
Notary Public
My Commission Expires:

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

CORP/AGFDevelopers.Articles
MWM/bjg

99 FEB 24 PM 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.

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