

099000025074



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 173458 81034A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pujols*

ORDER DATE : March 18, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 173458-005

CUSTOMER NO: 81034A

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

600002810516--5

Fort Walton Bea, FL 32549-1329

DOMESTIC FILING

NAME: WATERFRONT PROPERTIES OF  
NORTHWEST FLORIDA, 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: Janna Wilson

EXAMINER'S INITIALS:

*g 3/18/99*

RECEIVED

99 MAR 18 PM 12:00

DIVISION OF CORPORATIONS

99 MAR 18 PM 3:35

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

WATERFRONT PROPERTIES OF NORTHWEST FLORIDA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 18 PM 3:35

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: WATERFRONT PROPERTIES OF NORTHWEST FLORIDA, 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 ONE THOUSAND (1,000) 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 10 Racetrack Road NW, 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. The majority of the stockholders entitled to vote thereon shall

approve every Amendment at a stockholder's meeting.

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, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Craig J. Kruse	10 Racetrack Road, NW Fort Walton Beach, Florida 32547	President, Secretary & Treasurer

ARTICLE IX.  
Subscribers

The name and address of the subscriber of these Articles of Incorporation and the number of shares he agrees to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Craig J. Kruse	10 Racetrack Road, NW Fort Walton Beach, Florida 32547	1,000

ARTICLE X.  
Registered Agent

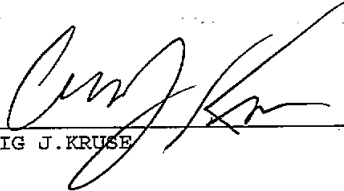
The Registered Agent of the corporation shall be CRAIG J. KRUSE, and the street address of the office, place of business or location for the service of process within this State shall be: 10 Racetrack Road NW, Fort Walton Beach, Florida 32547.

ARTICLE XI.  
Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

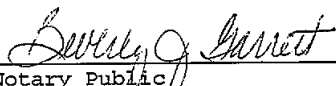
Craig J. Kruse  
10 Racetrack Road NW  
Fort Walton Beach, FL 32547

IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 16th day of March 1999.

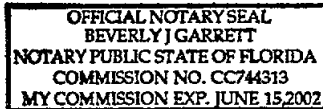
  
CRAIG J. KRUSE

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 16th day of March 1999, by Craig J. Kruse who is personally known to me.

  
Notary Public

My Commission Expires:



CORPS\CK Waterfront Properties Articles  
MWM/bjg

MICHAEL WM MEAD  
ATTORNEY AT LAW  
24 WALTER MARTIN ROAD  
P. O. DRAWER 1329  
FORT WALTON BEACH,  
FLORIDA 32549-1329

99 MAR 18 PM 3:35

**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.

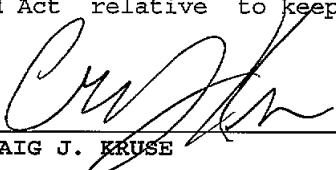
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

WATERFRONT PROPERTIES OF NORTHWEST FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 10 Racetrack Road NW, Fort Walton Beach, Okaloosa County, Florida 32547, has named Craig J. Kruse, located at 10 Racetrack Road NW, 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.

  
CRAIG J. KRUSE

CORP\CK Waterfront Properties RA  
MWM/bjg