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BEGGS & LANE

ATTORNEYS AND COUNSELLORS AT LAW

E. DIXIE BEGGS

Retired

BERT H. LANE
1917-1981

POST OFFICE BOX 12950

PENSACOLA, FLORIDA 32576-2950

SEVENTH FLOOR BLOUNT BUILDING

3 WEST GARDEN STREET

PENSACOLA, FLORIDA 32501

TELEPHONE (904) 432-2451

TELECOPIER (904) 469-3330

JAMES S. CAMPBELL

BOARD CERTIFIED IN REAL ESTATE LAW
DIRECT DIAL (904) 469-3314

March 25, 1999

VIA FEDERAL EXPRESS

Ms. Karen Yore
Pacific Photocopy and Research Services
1018 Thomasville Road, Suite B200
Tallahassee, Florida 32303

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RE: Incorporation of Rattler Real Estate, Inc. and the Incorporation of Bricks
of Pensacola, Inc.

Dear Karen:

Enclosed you will find an original Articles of Incorporation with respect to the above-referenced corporations, together with this firm's trust check in the amount of \$157.50 payable to the Florida Department of State. If you would, please ensure that the Articles are properly filed and return to us a certified copy of each corporation at your earliest convenience. Please reference Beggs and Lane file no. 4356-25240 and 4356-25241 respectively on all correspondence. If you have any questions, please feel free to give me a call.

Sincerely yours,



JAMES S. CAMPBELL
For the Firm

Enclosures

JSC:bsm

Call when Ready
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Billie

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
RATTLER REAL ESTATE, INC.**

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be RATTLER REAL ESTATE, INC. ("Corporation"). The Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and place of business and mailing address of this Corporation shall be: 4400 Bayou Boulevard, Suite # 16-C, Pensacola, Florida 32503.

**ARTICLE III
REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida is 3 West Garden Street, Suite 700, Pensacola, Florida 32501, and the name of the initial registered agent of the Corporation at that address shall be James S. Campbell.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share. No shares without nominal or par value shall be issued.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V DIRECTORS

This Corporation shall have seven directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws of the Corporation, but the number of directors of the Corporation shall not be less than one nor more than nine.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected are:

Dr. Mark F. Loriz
2631 Bayou Boulevard
Pensacola, Florida 32503

Mr. Manuel F. Siverio
4715 Baywind Drive
Pensacola, Florida 32514

Ms. Sandra P. George
54 Baybridge Drive
Gulf Breeze, Florida 32561

Dr. Morris J. Ross, Jr.
2655 Bayou Boulevard
Pensacola, Florida 32503

Dr. Fabrizio Cutrone
93 Chanteclaire Circle
Gulf Breeze, Florida 32561

ARTICLE VI INCORPORATOR

The name and street address of the incorporator and the person signing the Articles of Incorporation is:

James S. Campbell
Beggs & Lane
3 West Garden Street, Suite 700
Pensacola, Florida 32501

ARTICLE VII BUSINESS OF CORPORATION

The general nature of the business to be transacted by this Corporation is, among other things, to engage in every aspect and phase of the business of operating, managing and owning a real estate business and do all things in connection therewith that are customarily done under the laws of the State of Florida and to otherwise carry on any and all other activities as may be permitted under applicable law, including without limitation, *Florida Statutes* Chapter 607, et al.

**ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Such notice shall be given in accordance with the bylaws of the Corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the Board of Directors.

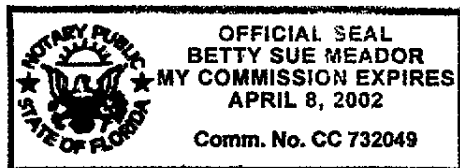
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of March, 1999.

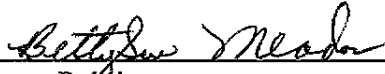

James S. Campbell

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 26th day of March, 1999, by James S. Campbell, on behalf of RATTLER REAL ESTATE, INC., a Florida corporation, who did/did not take oath and who:

✓ is personally known to me;
 produced a current Florida driver's license as identification; or
 produced as identification.




Notary Public

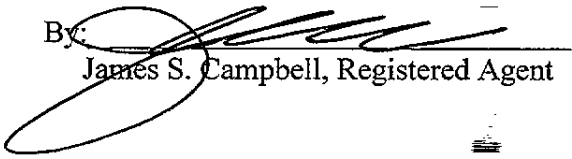
Print Name of Notary _____
My Commission Expires: _____
Commission Number: _____

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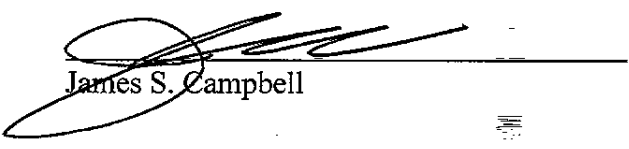
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

In compliance with Section 48.091, *Florida Statutes*, the following is submitted: That RATTLER REAL ESTATE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4400 Bayou Boulevard, Suite #16-C, Pensacola, Florida 32503, has named James S. Campbell, 3 West Garden Street, Suite 700, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

By:


James S. Campbell, Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


James S. Campbell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA