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PLEASE REPLY TO: Port St. Lucie

April 6, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

IN RE: GEORGE E. THOMPSON DEVELOPMENTS, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

SIMMONS & CLYNE, P.A.



Evelt L. Simmons, Esquire
For the Firm

ELS/dd

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
GEORGE E. THOMPSON DEVELOPMENTS, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be George E. Thompson Developments, Inc. The principal office of this Corporation shall be 331 South 12th Street, Fernandina Beach, Florida 32034. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

The Corporation may transact any and all lawful business for which Corporation may be incorporated under Florida General Corporation Act.

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

III

Shares

- A. The Corporation is authorized to issue two classes of stock as follows:

1. Common Shares. The maximum number of voting shares this Corporation is authorized to issue is 10,000, par value \$0.01 per share, all of which shall be common shares, all common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share in all matters on which shareholders have the right to vote.

2. Preferred Shares. The Corporation is authorized to issue 10,000 shares of preferred stock, which shall be designated as Class "A" preferred stock and which shall pay dividends before any dividends shall be paid on the Corporation's common shares.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV Duration

The Corporation shall have perpetual existence.

V Registered Agent

The address of this Corporation's initial registered office is 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986 and the name of its initial Registered Agent at said address is Evett L. Simmons, Esquire.

VI Incorporator

The name and addresses of the Incorporator is as follows:

George E. Thompson
331 South 12th Street
Fernandina Beach, FL 32034

VII
Board of Directors

The Corporation shall have a Board of Directors consisting of three (3) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders. The names and addresses of the initial Directors of this Corporation are:

George E. Thompson
331 South 12th Street
Fernandina Beach, FL 32034

Paula E. Morris
1204 Fir Street
Fernandina Beach, FL 32034

Mary Elizabeth Thompson
331 South 12th Street
Fernandina Beach, FL 32034

Velma D. Mitchell
Post Office Box 373
Fernandina Beach, FL 32035-0373

VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI
Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the Board, by an affirmative vote of a majority of all the Board members present in person or by proxy.

In Witness Whereof, the undersigned Incorporators have executed these Articles of Incorporation this 1st day of April 1999.

By: *George E. Thompson*
GEORGE E. THOMPSON

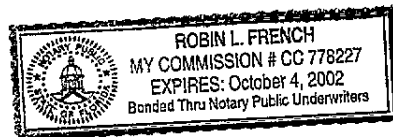
State of Florida
County of Nassau

The Foregoing Instrument as acknowledged before me this 1 day of April 1999 by GEORGE E. THOMPSON after producing Florida Drivers License is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 1 day of April 1999.

Robin L. French
NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:



CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES 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:

That GEORGE E. THOMPSON DEVELOPMENTS, INC., a Corporation for Profit, has named EVETT L. SIMMONS, ESQUIRE, 145 NW Central Park Plaza, Port St. Lucie, Florida 34986, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the 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.



EVETT L. SIMMONS, ESQUIRE

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