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MICHAEL WM MEAD

Attorney at Law

POST OFFICE DRAWER 1329
24 WALTER MARTIN ROAD
FORT WALTON BEACH, FLORIDA 32549-1329
TELEPHONE (850) 243-3135
FAX No. (850) 244-4849

April 8, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

300002836093--8
-04/12/99-01091-009
122.50 **78.75

RE: TOLBERT GULFSIDE DEVELOPMENT COMPANY

Gentlemen:

Enclosed please find the original and one copy each of the Articles of Incorporation and Registered Agent form for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find my check in the sum of \$122.50 that represents the following:

Filing fee	\$ 35.00
Certified copies	52.50
Registered agent	35.00

Thank you for your assistance and cooperation in this matter.

Sincerely,



MICHAEL Wm MEAD
MWM/bjg

Enclosures: a/s

CORP\ Corp filing

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 AM 9:53

R. Purinton APR 14 1999

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ARTICLES OF INCORPORATION

OF

TOLBERT GULFSIDE DEVELOPMENT COMPANY

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: TOLBERT GULFSIDE DEVELOPMENT COMPANY.

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: 1500 Miracle Strip Parkway SE, Fort Walton Beach, Florida 32548, 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>
Fred E. Tolbert III	1500 Miracle Strip Pkwy, SE Fort Walton Beach, FL 32548	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>
Fred E. Tolbert III	1500 Miracle Strip Pkwy, SE Fort Walton Beach, FL 32548	100

ARTICLE X.
Registered Agent

The Registered Agent of the corporation shall be FRED E. TOLBERT III,

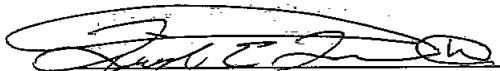
and the street address of the office, place of business or location for the service of process within this State shall be: 1500 Miracle Strip Parkway SE, Fort Walton Beach, Okaloosa County, Florida 32548.

ARTICLE XI.
Incorporator

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

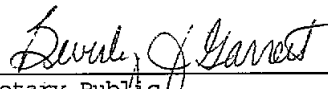
Fred E. Tolbert III 1500 Miracle Strip Pkwy, SE
Fort Walton Beach, FL 32548

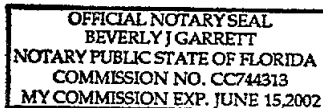
IN WITNESS WHEREOF, the undersigned have hereunto executed these presents this 5th day of April, 1999.


Fred E. Tolbert III

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 5th day of April, 1999, by FRED E. TOLBERT III, who is personally known to me.


Notary Public
My Commission Expires:



Corporations\ Tolbert GULFSIDE Articles & RA
MWM/bjg

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.

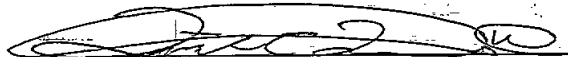
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST:

TOLBERT GULFSIDE DEVELOPMENT COMPANY, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1500 Miracle Strip Parkway SE, Fort Walton Beach, Okaloosa County, Florida 32548, has named FRED E. TOLBERT III, located at 1150 Miracle Strip Parkway SE, Fort Walton Beach, Okaloosa County, Florida 32548, 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.



Fred E. Tolbert III

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 12 AM 9:53