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MICHAEL WM MEAD

Attorney at Law

April 20, 1999

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24 WALTER MARTIN ROAD
FORT WALTON BEACH, FLORIDA 32549-1329
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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: AMERICAN INVESTMENTS OF NORTHWEST FLORIDA, INC.

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 which 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/mw

Enclosures: a/s

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-04/23/99--01087--002
****122.50 *****78.75

(corporate ltr)

B. BROCK APR 27 1999

FILED
99 APR 23 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 APR 23 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

AMERICAN INVESTMENTS OF NORTHWEST FLORIDA, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation is:

AMERICAN INVESTMENTS 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 4117 Indian Trail, Destin, Florida 32541, 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 name and address of the President, Secretary, and Treasurer is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
BRIAN K. JAMES	4117 Indian Trail Destin, Florida 32541	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>
BRIAN K. JAMES	4117 Indian Trail Destin, Florida 32541	100

ARTICLE X.

Registered Agent

The Registered Agent of the corporation shall be: BRIAN K. JAMES, and the street address of the office, place of business or location for the service of process within this State shall be: 4117 Indian Trail, Destin, Florida 32541.

ARTICLE XI.

Incorporator

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

BRIAN K. JAMES 4117 Indian Trail, Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned has hereunto
executed these presents this 20th day of April, 1999.


BRIAN K. JAMES

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by Brian K. James,
this 20th day of April, 1999,

X who is personally known to me, or

_____ who has produced _____
as identification.


Notary Public
My Commission Expires:

OFFICIAL NOTARY SEAL
MARILYN L WENTWORTH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC470709
MY COMMISSION EXP. JULY 19, 1999

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

(american investments of northwest florida)

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
99 APR 23 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

AMERICAN INVESTMENTS 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 4117 Indian Trail, Destin,
Florida 32541, has named BRIAN K. JAMES, located at 4117
Indian Trail, Okaloosa County, Destin, Florida 32541, 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.


BRIAN K. JAMES

(american investments reg. Agent)