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**DOBSON & BROWN, P. A.**

*Attorneys at Law*  
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Telephone (904) 824-9032  
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May 6, 1999

Secretary of State  
Division of Corporations  
The Capitol  
Plaza Level 10  
Tallahassee, Florida 32399-0810

200002869482--4  
-05/10/99-01105-007  
\*\*\*122.50 \*\*\*\*\*78.75

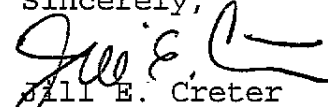
Re: Articles of Incorporation; Magnolia Dunes at St. Augustine  
Beach Corporation.

Dear Reader:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Appointment as Resident Agent for the above referenced corporation. Also please find a check in the amount of \$122.50 to cover the costs of the filing tax, the filing fees, and a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,

  
Bill E. Creter  
Legal Assistant to Ronald W. Brown

/jec  
Enclosures

FILED  
99 MAY 10 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-13  
105

ARTICLES OF INCORPORATION

OF

MAGNOLIA DUNES AT ST. AUGUSTINE BEACH CORPORATION

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Magnolia Dunes at St. Augustine Beach Corporation.

ARTICLE II

TERM OF EXISTENCE

Existence of the Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The purpose for which the Corporation is initially organized is the transaction of any and all business for which Corporations may be incorporated under the provisions of Chapter (607), Florida Statutes.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the initial principal office shall be 66 Cuna Street, Suite A, St. Augustine, Florida 32084, and the name of the initial registered agent at such address is RONALD W. BROWN.

99 MAY 10 AM 8:34  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, but such number may be increased or decreased as provided in the By-Laws of the Corporation. The name and address of the initial member of the Board of Directors are as follows:

Mark H. Fortson  
400 46<sup>th</sup> Street, West  
Brandenton, Florida 34209

ARTICLE VI

The name and address of the incorporator are as follows:

Mark H. Fortson  
400 46<sup>th</sup> Street, West  
Brandenton, Florida 34209

ARTICLE VII

CORPORATE SHARES

The Corporation is hereby authorized to issue 100 common shares of the Corporation at a par value of \$1.00 per share.

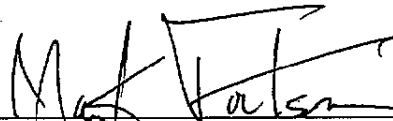
ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved initially by the majority of the Board of Directors, presented to the shareholders for approval and adopted by the majority vote of the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this 2<sup>nd</sup>

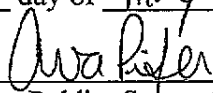
day of May, 1999.

  
Mark H. Fortson

STATE OF FLORIDA  
COUNTY OF St. Johns

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared MARK H. FORTSON, who is personally known to me or who produced \_\_\_\_\_ as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that he executed the above and foregoing Articles of Incorporation of Magnolia Dunes at St. Augustine Beach Corporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Johns County, Florida this 4th day of May, A. D., 1999.

  
Notary Public, State of Florida  
at Large  
My Commission Expires: Aug. 13, 2002



AVA PIFER  
Notary Public, State of Florida  
My comm. expires Aug. 13, 2002  
Comm. No. CC 787168

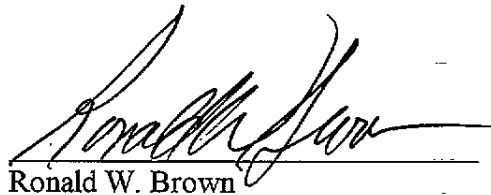
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

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

Magnolia Dunes at St. Augustine Beach Corporation desiring to organize under the laws of  
the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of  
St. Augustine, State of Florida, has named Ronald W. Brown, 66 Cuna Street, Suite A, St.  
Augustine, Florida 32084 as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

I, Ronald W. Brown, having been named to accept service of process for the above stated  
corporation at the place designated in this certificate, hereby accept to act in this capacity and agree  
to comply with the provisions of the Florida General Corporation Act relative to maintaining said  
office.



Ronald W. Brown

FILED  
99 MAY 10 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA