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MICHAEL WM MEAD

Attorney at Law

May 25, 1999

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

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****122.50 *****78.75

RE: AZALEA PLACE, 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 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 MAY 27 PM 12:13

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ARTICLES OF INCORPORATION
OF
AZALEA PLACE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 MAY 27 PM 12:13

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: Azalea Place, 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: 117 Lake Lorraine Circle, Shalimar, Florida 32579, 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. The mailing address for the corporation shall be Post Office Box 4072, Shalimar, Florida 32579.

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> |
|---------------------|--|--------------------------|
| Douglas G. Moreland | 117 Lake Lorraine Circle Shalimar, FL 32579 | President |
| Paula D. Moreland | 117 Lake Lorraine Circle Shalimar, FL 32579 | 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> |
|---------------------|--|---|
| Douglas G. Moreland | 117 Lake Lorraine Circle Shalimar, FL 32579 | 500 shares, issued as Joint tenants |
| Paula D. Moreland | 117 Lake Lorraine Circle Shalimar, FL 32579 | with Right of Survivorship |

ARTICLE X.
Registered Agent

The Registered Agent of the corporation shall be DOUGLAS G. MORELAND, and the street address of the office, place of business or location for the

service of process within this State shall be: 117 Lake Lorraine Circle,
Shalimar, Okaloosa County, Florida 32579.

ARTICLE XI.
Incorporator

The names and addresses of the incorporators to these Articles of
Incorporation are:

Douglas G. Moreland 117 Lake Lorraine Circle
Shalimar, FL 32579

Paula D. Moreland 117 Lake Lorraine Circle
Shalimar, FL 32579

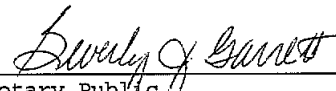
IN WITNESS WHEREOF, the undersigned have hereunto executed these
presents this 21st day of May 1999.

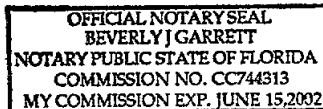

Douglas G. Moreland


Paula D. Moreland

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 21st day of
May 1999, by DOUGLAS G. MORELAND and PAULA D. MORELAND, who
are personally known to me.


Notary Public
My Commission Expires:



Corporations\Azalea Place Articles of Incorporation
#6708bjg

FILED
SECRETARY OF STATE
DIVISION OF TESTATIONS
99 MAY 27 PM 12:13

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:

AZALEA PLACE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 117 Lake Lorraine Circle, Shalimar, Okaloosa County, Florida 32579, has named DOUGLAS G. MORELAND, located at 117 Lake Lorraine Circle, Shalimar, Okaloosa County, Florida 32579, 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.


Douglas G. Moreland

Corporations\ Azalea Place RA
#6708bjg