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LAW OFFICE OF
JOAN M. LOWE, ESQUIRE
520 NORTH RIDGEWOOD AVENUE
DAYTONA BEACH, FLORIDA 32114-2188
904/238-1975
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June 10, 1999

Division of Florida Corporations
P.O. Box 6327
Tallahassee, FL 32314

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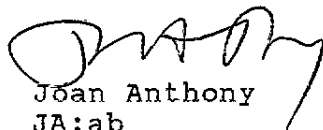
Dear Sir/Madam:

Enclosed please find the following to be filed with the Division of Florida Corporations:

Articles of Incorporation of SGM Family Development Corporation, Inc.; and check for \$78.75 for the filing fee of the Articles. Please return the articles when it has been registered.

Thank you for your assistance in this matter.

Very truly Yours,


Joan Anthony
JA:ab
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SGM FAMILY DEVELOPMENT CORPORATION, INC.

The undersigned incorporators file these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I: NAME

The name of this Corporation shall be SGM Family Development Corporation, Inc.

ARTICLE II: DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: CORPORATE PURPOSE

The Corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States, including but not limited to real estate development, creative ideas and business management.

ARTICLE IV: AUTHORIZED STOCK

The authorized capital stock of this Corporation shall consist of seventy five hundred shares of one dollar (\$1) par value common stock.

ARTICLE V: SHAREHOLDERS LIMITATIONS

A) ISSUANCE OF STOCK. A Shareholder may not issue capital stock to anyone who has not satisfied the requirements of the By-laws.

B) ALLIENATION OF SHARES. A Shareholder may not sell or transfer shares in the Corporation to any individual who is not eligible to be a shareholder of the Corporation. The Corporation shall have right of first refusal in any such transfer. The Corporation must also give approval to the sale or transfer of such stock shares.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the Corporation convertible into or carrying a right to subscribe to shares of this Corporation of the same kind, class or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida shall be 640 Bethune Boulevard, Daytona Beach, Florida 32174. The name of the initial registered agent of the Corporation at the registered office shall be DAISY GRIMES.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be comprised of five (5) persons. The names and addresses of the initial Board of Directors are as follows:

- 1) Luther St. James III, President
4 Fox Hollow Drive
Ormond Beach, Florida 32174*
- 2) Carol St. James, Vice-President
4 Fox Hollow Drive
Ormond Beach, Florida 32174*
- 3) Jackie Mole, Vice-President
792 Sugar Cane Lane
Port Orange, Florida 32119*
- 4) Marjorie Mole, Secretary
792 Sugar Cane Lane
Port Orange, Florida 32119*
- 5) Daisy T. Grimes, Treasurer
130 Old Mill Run
Ormond Beach, Florida 32174*

The method of election of Board members and the time for election shall be described in the by-laws of this corporation. The by-laws shall also regulate the number of board members, officers and qualifications of persons who shall serve as members of the Board of Directors so long as the minimum requirements of the Florida General Corporation Act are satisfied.

ARTICLE IX: PRINCIPAL PLACE OF BUSINESS

The principal place of business for the initial conducting of corporation shall be 640 Bethune Boulevard, Daytona Beach, Florida 32114.

ARTICLE X: INCORPORATORS

The names and addresses of the incorporators of this Corporation are:

Luther St. James III
4 Fox Hollow Drive
Ormond Beach, Florida 32174

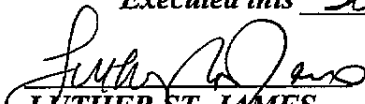
Jackie Mole
792 Sugar Cane Lane
Port Orange, Florida 32119


Daisy T. Grimes
130 Old Mill Run
Ormond Beach, Florida 32174

ARTICLE XI: AMENDMENTS

The Articles may be amended in a manner to be described in accordance with the corporation's by-laws, so long as such amendments do not conflict with the initial purposes as described in these Articles of Incorporation.

Executed this 30th day of April 1999.


LUTHER ST. JAMES
Incorporator


JACKIE MOLE
Incorporator


DAISY T. GRIMES
Incorporator

CERTIFICATE OF REGISTERED AGENT

I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


DAISY T. GRIMES

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

BEFORE ME the undersigned authority appeared **LUTHER ST. JAMES, III, JACKIE MOLE and DAISY T. GRIMES**, to me well known, and they each presented identification or were personally known to me and they each affixed their respective signatures to the foregoing documents and did so after being sworn to and subscribed before me this 10th day of April 1999.

June

Amita Bostwick Notary Public, State of Florida
My Commission Expires



Amita Bostwick
MY COMMISSION # CC762089 EXPIRES
November 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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