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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
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JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

June 28, 1999

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

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*****78.75 *****78.75

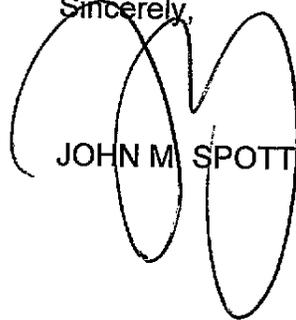
RE: SACARMA BAY DEVELOPMENT CORPORATION, INC.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Jo Tickle.

Thanking you for your assistance with this matter, I am,

Sincerely,



JOHN M. SPOTTSWOOD, JR.

FILED
99 JUN 30 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMSjr/jo

Enclosures

Sent Federal Express

C. GALLMON-CASE JUL 02 1999

ARTICLES OF INCORPORATION

99 JUN 30 AM 11:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST:** The name of this corporation is: SACARMA BAY DEVELOPMENT CORPORATION, INC.
- SECOND:** This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD:** This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The name and address of the initial registered agent of this corporation is:
- Brian Vickery
90 Cruickshank Lane
Cudjoe Key, FL 33042
- FIFTH:** The name and address of the initial directors are: Brian Vickery, whose address is 90 Cruickshank Lane, Cudjoe Key, FL 33042 and Shelley Vickery, whose address is 90 Cruickshank Lane, Cudjoe Key, FL 33042. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH:** The name and address of the incorporators of this corporation are: Brian Vickery, whose address is 90 Cruickshank Lane, Cudjoe Key, FL 33042 and Shelley Vickery, 90 Cruickshank Lane, Cudjoe Key, Florida 33042.
- SEVENTH:** This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH:** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH:** The address of the corporation is 90 Cruickshank Lane, Cudjoe Key, FL 33042.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4 day of June, 1999.

Incorporator:

Brian Vickery

BRIAN VICKERY

Shelley Vickery

SHELLEY VICKERY

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 4 day of June, 1999, by BRIAN VICKERY, who is personally known to me or who has produced _____ as identification.



Jo Polston Tickle
MY COMMISSION # CC795600 EXPIRES
December 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Jo Polston Tickle
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 22nd day of June, 1998, by SHELLEY VICKERY, who is personally known to me or who has produced _____ as identification.



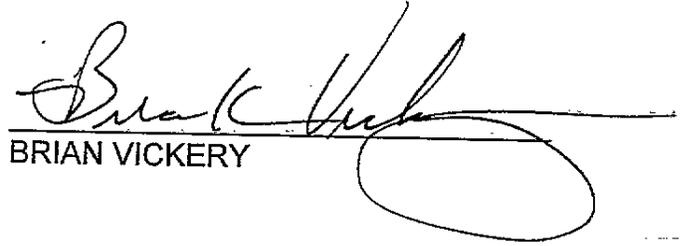
Jan Rains
MY COMMISSION # CC826641 EXPIRES
April 14, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Jan Rains
NOTARY PUBLIC

Jan Rains
Printed Name of Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.


BRIAN VICKERY

FILED
99 JUN 30 AM 11: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA