

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : LEDMAN & HAMM, P.A.
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Fax Number : (850) 763-1115

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FLORIDA PROFIT CORPORATION OR P.A.
EAGLE DEVELOPMENT & INVESTMENT, INC.

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ARTICLES OF INCORPORATION

OF

EAGLE DEVELOPMENT & INVESTMENT, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is EAGLE DEVELOPMENT & INVESTMENT, INC.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the corporation in the State of Florida is 1007 Jenks Avenue, Panama City, FL 32401, and the name of the initial registered agent is W. Gerald Hamm of Ledman, Hamm & Dreyer, P.A., whose address is 1007 Jenks Avenue, Panama City, FL 32401.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders

W. Gerald Hamm
Florida Bar No.: 0946605
Ledman, Hamm & Dreyer, P.A.
1007 Jenks Avenue
Panama City, FL 32401
(850) 763-1550
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representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the corporation business.

ARTICLE VI - PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence and shall commence upon the filing of these Articles of Incorporation.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Tony Highfield, whose address is 1350 Branch Road, Bishop, GA 30621.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 9th day of August, 1999.

Tony Highfield
Tony Highfield

STATE OF GEORGIA
COUNTY OF Oconee

The foregoing Articles of Incorporation of Eagle Development & Investment, Inc., was
acknowledged before me this 9th day of August, 1999, by Tony Highfield, who (notary
must check applicable box)

 is personally known to me.
 produced a current Florida driver's license as identification.
✓ produced GA. drivers license as identification.

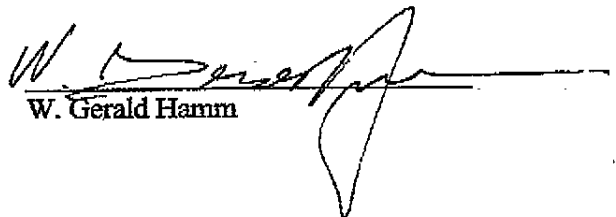
Michelle Baker
NOTARY PUBLIC
Print Name MICHELLE BAKER
Commission #
My Commission Expires: March 10, 2003
Notary Public, Oconee County, Georgia
My Commission Expires March 10, 2003

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**STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT
OF
EAGLE DEVELOPMENT & INVESTMENT, INC.**

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 13th day of August, 1999.


W. Gerald Hamm

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