

P99000095643



ACCOUNT NO. : 072100000032

REFERENCE : 444380 41001A

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 78.75

ORDER DATE : October 29, 1999

ORDER TIME : 10:24 AM

ORDER NO. : 444380-010

200003028982-9

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch
THE ST. JOE COMPANY
THE ST. JOE COMPANY
Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

DOMESTIC FILING

NAME: ST. JOE LAND COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
99 OCT 29 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT 29 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

62-01
WC

ARTICLES OF INCORPORATION
OF
ST. JOE LAND COMPANY

FILED
99 OCT 29 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the requirements set forth within Chapter 607 of the Florida Business Corporation Act, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation (hereinafter referred to as the "Company") shall be **St. Joe Land Company**.

ARTICLE II

The existence of the Company shall begin on the date of acknowledgment of these articles of incorporation.

ARTICLE III

The street address of the principal office of the Company is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE IV

The Company is authorized to issue 10,000 shares, all of which shall be Common Shares having a par value of \$1.00. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Company's registered office is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207. The initial registered agent for the Company at that address is Lawrence Paine.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| J. Malcolm Jones, Jr. | 1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207 |
| Jeffrey W. Harris | 1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207 |
| Jeffrey S. Gottlieb | 1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207 |

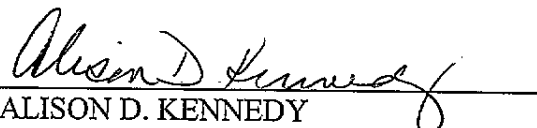
ARTICLE VII

The name and street address of the person signing these articles of incorporation is Alison D. Kennedy, 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE VIII

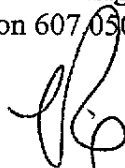
The Company shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 28th day of October, 1999.


ALISON D. KENNEDY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for St. Joe Land Company at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.



Date: October 28, 1999

Lawrence Paine