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November 18, 1999

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

Re: COLBY IV, INC.

Dear Sir:

In connection with the above proposed corporation, enclosed is the original and one copy of Articles of Incorporation, together with the Certificate of Designation Registered Agent/Registered Office.

Also enclosed is our firm check in the amount of \$122.50, representing filing fee, resident agent and certified copy fees. Please return the certified copy to this office with the Certificate of Incorporation. If you need anything further, please call this office at your earliest convenience.

Thank you for your assistance.

Very truly yours,

MARK EVAN FREDERICK

MEF:kb

Enclosures

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-11/22/99-01112-004
****122.50 ****78.75

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99 DEC -2 AM 7:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

BRANCH OFFICE:
1304 Harrison Avenue
Panama City, Florida 32401
(850) 763-1913

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ARTICLES OF INCORPORATION
OF
COLBY IV, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is COLBY IV, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 100 Gulfshore Drive, Destin, Florida 32541.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares at \$1.00 par value, divided accordingly.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is BOB GONZALEZ, JR., 105 N. Gulfshore Drive, Destin, Florida 32541.

ARTICLE V- INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

BOB GONZAELZ, JR.
105 N. Gulfshore Drive
Destin, Florida 32541

The undersigned has executed these Articles of Incorporation this 11th day of 11/12 November, 1999.

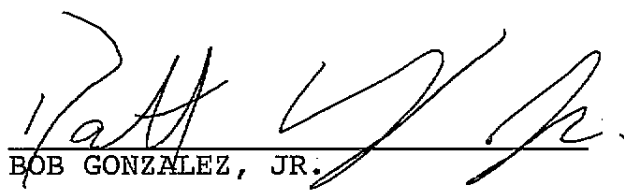

BOB GONZALEZ, JR., Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the corporation is: COLBY IV, INC
2. The name and address of the registered agent and office is:

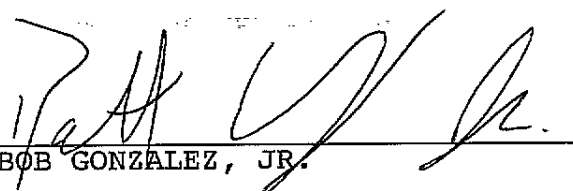
Bob Gonzalez, Jr.
105 N. Gulfshore Drive
Destin, Florida 32541


BOB GONZALEZ, JR.

DATE: 11/12/99

ACCEPTANCE OF REGISTERED AGENT

Having been designated as Registered Agent for the herein corporation, I hereby accept such designation and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


BOB GONZALEZ, JR.

DATE: 11/12/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA