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December 18, 1997

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VIA FEDERAL EXPRESS
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/19/97-01081-009
*****70.00 *****70.00

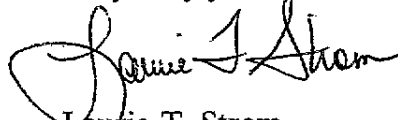
Re: Gulfcape Designs, Inc.

Dear Madam or Sir:

Enclosed herewith please find an original and two copies of the Articles of Incorporation and Designation of Registered Agent for filing with your office, along with this firm's check in the amount of \$70.00 for the filing fee. Please file-stamp the additional copy and return the same to me in the enclosed self-addressed envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,



Laurie T. Strom
Paralegal

LANIER FORD SHAVER & PAYNE P.C.

LTS/me

Enclosures

cc: F. Ralph Dowdy, C.P.A.
[LS] CAWPD0CS\JOHN\GULFSCAP.LTR

FILED
97 DEC 22 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 12-22-97

ARTICLES OF INCORPORATION
OF
GULFSCAPE DESIGNS, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the Florida Statutes, hereby certifies:

ARTICLE I

Name

The name of the corporation is GULFSCAPE DESIGNS, INC.

ARTICLE II

Principal Place of Business

The location of the principal place of business of the corporation is 5416 Highway 98 West, Santa Rosa Beach, Florida 32459.

ARTICLE III

Capital

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares of \$.01 par value voting common stock all of the same class and none preferred.

ARTICLE IV

Registered Agent and Office

The location and mailing address of the initial registered office of the corporation is 5416 Highway 98 West, Santa Rosa Beach, Florida 32459. The name of the initial registered agent of the corporation at that address is Stephen M. Dowdy.

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TALLAHASSEE, FLORIDA

ARTICLE V

Subchapter S Status

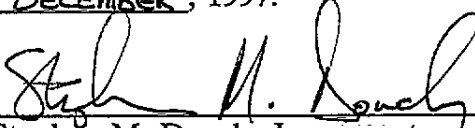
Each share of stock issued and outstanding shall have identical distribution and liquidation rights, except that if the corporation is an "S Corporation" as defined in Section 1361 of the Internal Revenue Code of 1986, as amended, the board of directors may, as a result of a change in stock ownership, declare dividends in a taxable year that are made on the basis of the shareholders varying interests in the corporation's income in the current or immediately preceding year in accordance with Treasury Regulation § 1.1361-1(1)(2)(iv).

ARTICLE VI

Incorporator

The name and address of the incorporator is Stephen M. Dowdy, 5416 Highway 98 West, Santa Rosa Beach, Florida 32459.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 15TH day of DECEMBER, 1997.



Stephen M. Dowdy, Incorporator

[b]C:\WPDOCS\DOWDY\GULFSCAP.DES\ARTICLES.INC

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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: GULFSCAPE DESIGNS, INC.

2. The name and address of the registered agent and office is:

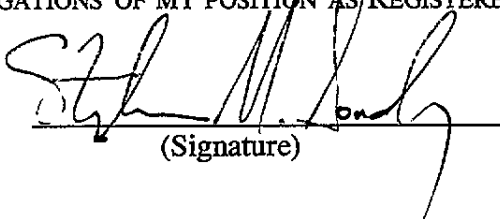
Stephen M. Dowdy

5416 Highway 98 West

Santa Rosa Beach, Florida 32459

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.


(Signature)

DECEMBER 15, 1997
(Date)

Filing Fee: \$35 for Designation or Registered Agent