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Florida Department of State
Division of Corporations
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EFFECTIVE DATE

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BURKE AND BLUE, P.A.
Account Number : 072100000111
Phone : (850) 769-1414
Fax Number : (850) 784-0857

FLORIDA PROFIT CORPORATION OR P.A.

DUNES ESTATES DEVELOPMENT, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04 <i>B</i>
Estimated Charge	\$78.75

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B. McKnight

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07/06/2000 9:28 AM

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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
7-3-00

DUNES ESTATES DEVELOPMENT, INC.

Article I - Name

The name of this corporation is Dunes Estates Development, Inc. The initial street address of the principal office and mailing address 12889 Emerald Coast Parkway, Suite 111-A, Destin, FL, 32541.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 221 McKenzie Avenue, Panama City, Florida 32401 and the name of the initial registered agent of this corporation at that address is Rob Blue, Jr.

Article VI - Initial Board of Directors

ROB BLUE, JR., ESQ.
221 McKenzie Avenue
Panama City, FL 32401
(850)769-1414
FLA BAR #0122450
Matter #D228-11079
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This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Tommy Henry	4063 Burning Tree Drive Destin, Florida 32541
Todd R. Henry	4063 Burning Tree Drive Destin, Florida 32541
Terry Earnest	225 Talquin Cove Destin, Florida 32541

Article VII - Incorporators

The name and address of the person signing these Articles is as follows:

Terry Earnest	225 Talquin Cove Destin, Florida 32541
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Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

Article IX - Indemnification

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

Article X - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 3 day of July, 2000.

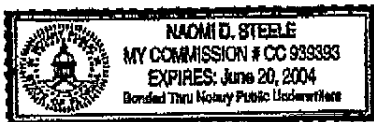
Terry Earnest
Terry Earnest

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 3rd day of July, 2000, by Terry Earnest, who is: personally known to me or produced _____ as identification.

Naomi D. Steele
Notary Public

(SEAL)



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That Dunes Estates Development, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Destin, State of Florida, has named Rob Blue, Jr., located at 221 McKenzie Avenue, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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



Rob Blue, Jr.
(Registered Agent)

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