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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 : ROSEN ASSOCIATES

Account Number : I20000000021

Phone : (305) 859-4900

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FLORIDA PROFIT CORPORATION OR P.A.

Scenic Corridor Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
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**ARTICLES OF INCORPORATION
OF
SCENIC CORRIDOR ASSOCIATION, INC.**

ARTICLE I

Name

The name of this Corporation shall be Scenic Corridor Association, Inc.

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

Purpose and Powers

This Corporation is being formed for the purpose of transacting any or all business activities permitted to be transacted by Florida corporations by the laws of the State of Florida. This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue one hundred (100) shares of common voting stock with a par value of one dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V

Principal Office: Initial Registered Office and Agent

The street address of the initial principal office and registered office of this Corporation is: 2333 Brickell Avenue, Suite D-1, Miami, Florida, 33129, and the name of the initial registered agent of this Corporation at that address is: Mary Ann Y. David, Esquire.

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ARTICLE VI

Initial Board of Directors

This Corporation shall initially have two (2) directors. The number of directors may be increased or decreased 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:

STEVEN R. SCHMIDT
1234 Airport Road, #215
Destin, Florida 32541

RICHARD OLSON
1234 Airport Road, #215
Destin, Florida 32541

ARTICLE VII

Amendments to Articles of Incorporation and Bylaws

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE VIII

Incorporator

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

Mary Ann Y. David, Esquire
2333 Brickell Avenue, Suite D-1
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28th day of August, 2000.

Mary Ann Y. David
MARY ANN Y. DAVID, Subscriber

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

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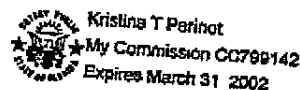
BEFORE ME, personally appeared MARY ANN Y. DAVID, ESQUIRE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County set forth above, this 28 day of August, 2000.


Notary Public, State of Florida

Kristina T. Perinot
Type/Print/or Stamp Name of Notary

My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Mary Ann Y. David, hereby accepts appointment as the Resident Agent for Scenic Corridor Association, Inc., and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 28th day of August, 2000.


Mary Ann Y. David

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