

EFFECTIVE DATE

4-18-01

Costin and Costin

ATTORNEYS AT LAW
413 WILLIAMS AVENUE
PORT ST. JOE, FLORIDA 32456
TELEPHONE (850) 227-1159
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Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

FILED

01 APR 20 PM 12:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mailing Address:
Post Office Box 98
Port St. Joe, FL 32457-0098

April 19, 2001

Florida Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

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-04/20/01--01095--017
*****122.50 *****78.75

RE: Bush Beachomes, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$122.50 to cover the following:

\$ 35.00	- filing fee
52.50	- certified copy
<u>35.00</u>	- registered agent designation
\$122.50	

Kristy Lee GAVE
AUTHORIZATION BY PHONE TO
CORRECT articles
DATE 4/23/01
DOC. EXAM Dale White

Sincerely,

Kristy Lee
Kristy Lee

Enclosures

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PO1000040722 D. WHITE APR 23 2001

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ARTICLES OF INCORPORATION

OF

BUSH BEACHOMES, INC.

01 APR 20 PM 12:55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under Chapter 607, Florida Statutes, and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is "BUSH BEACHOMES, INC." principal office address 7005 Thomas Drive, Panama City Beach, Florida 32408.

ARTICLE II

Duration

The corporation shall have perpetual existence, commencing on April 18, 2001.

ARTICLE III

General Purpose Clause

The general nature of the business or businesses to be transacted by the corporation is that of buying, selling, leasing or the development of residential and commercial real estate. This corporation shall also have the power to transact any lawful business for which corporations may be incorporated to do under Chapter 607, Florida Statutes and amendments or supplements thereto, and any other Florida Statutes relating to corporations for profit.

ARTICLE IV
Capital Stock

The corporation is authorized to issue One Hundred (100) shares of One Cent (\$.01) par value common stock which shall be designated as common shares.

ARTICLE V
Initial Registered Office and Agent

The address of the initial registered office of this corporation is 7005 Thomas Drive, Panama City Beach, Florida 32408. The name of the initial registered agent of this corporation will be J. R. Bush, at 7005 Thomas Drive, Panama City Beach, Florida 32408.

ARTICLE VI
Initial Board of Directors and Officers

The company shall have one (1) director initially. The executive positions (officers) of the director is set forth herein below and the respective offices held. The number of directors may be either increased or diminished from time to time as provided by the by-laws adopted by the stockholder. The name and address of the initial directors and officers are:

J. R. Bush	President/Vice President
Post Office Box 14217	Secretary/Treasurer
Mexico Beach, Florida 32410	

ARTICLE VII
Incorporators

The names and addresses of the incorporators signing these articles are:

J. R. Bush
Post Office Box 14217
Mexico Beach, Florida 32410

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX
Initial Shareholders

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

J. R. Bush	100 shares common stock
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ARTICLE X
Powers

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, but it may not mortgage or pledge any or all of its property or assets without shareholder approval.

ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto by a majority vote of the Board of Directors and any right conferred upon the shareholders is subject to this

reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 18 day of April, 2001.

BUSH BEACHOMES, INC.

By: *J. R. Bush*
J. R. BUSH, Incorporator

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 18th day of April, 2001, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared J. R. BUSH, who is personally known to me or who produced Alabama driver license as identification, the incorporators signing the articles in the above corporation and they acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporator and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Kristy M. Lee
Notary Public

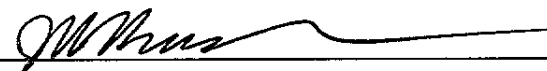
In pursuance of Chapter 48.091, Florida Statutes, the

following is submitted in compliance with said act:

First, that **BUSH BEACHOMES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Panama City Beach, Bay County, Florida, has named J. R. BUSH, 7005 Thomas Drive, Panama City Beach, Florida 32408, 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 the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


J. R. BUSH
Registered Agent
7005 Thomas Drive
Panama City Beach, FL 32408

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01 APR 20 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA