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August 2, 2001

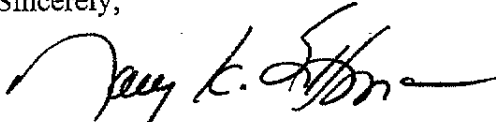
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 AUG -6 AM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Vacation Homes of Northwest Florida, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 to cover the filing fee and the Certificate of Status. Please mail the Certificate of Status to our P. O. Box 1669, Panama City, Florida 32402 address.

Sincerely,



Mary K. Sittman
P. O. Box 1669
Panama City, FL 32402

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8-10-01
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ARTICLES OF INCORPORATION

of

VACATION HOMES OF NORTHWEST FLORIDA, INC.

FILED
01 AUG -6 AM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Vacation Homes of Northwest Florida, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporation shall commence its corporate existence beginning with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE , MAILING ADDRESS AND REGISTERED AGENT

The street address of this corporation is

516 Bunkers Cove Road
Panama City, FL 32401

The mailing address of this corporation is:

P. O. Box 1669
Panama City, FL 32402

The name of the initial registered agent is Mary K. Sittman, whose address is as follows:

516 Bunkers Cove Road
Panama City, FL 32401

ARTICLE VI - DIRECTORS

This corporation shall have one director 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. The name and address of the initial director of the corporation is:


Mary K. Sittman
516 Bunkers Cove Road
Panama City, FL 32401

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

Mary K. Sittman
516 Bunkers Cove Road
Panama City, FL 32401

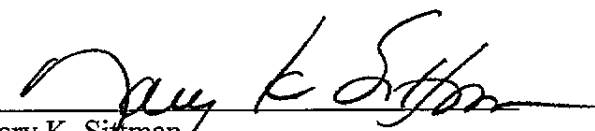
IN WITNESS WHEREOF I have set my hand and seal this 2nd day of August, 2001.



Mary K. Sittman, Subscriber and Director

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts appointment as Resident Agent for this corporation and acknowledges that he is familiar with, and accepts, the obligations provided for in Florida Statute 607.325.

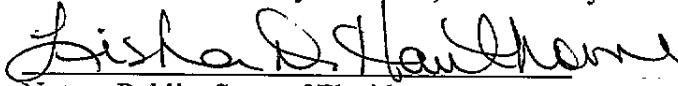


Mary K. Sittman

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared MARY K. SITTMAN to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the State and County aforesaid, this 2nd day of August,
2001


Notary Public, State of Florida

My Commission expires:

