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September 27, 2001

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

700004626607--1  
-10/08/01--01044--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Articles of Incorporation for Blue Heron Inn, Inc.**

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,

*Tiffany Donaldson*

Tiffany Donaldson  
Legal Assistant for  
Joseph M. Scheyd, Jr.

/tjd

Enclosures

FILED  
2001 OCT -8 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

15  
10/9/01

***ARTICLES OF INCORPORATION***

***OF***

***BLUE HERON INN, INC.***

***ARTICLE I - NAME***

The name of this corporation is Blue Heron Inn, Inc..

***ARTICLE II - DURATION***

This corporation shall have a perpetual existence commencing  
on the date of filing.

***ARTICLE III - PRINCIPAL OFFICE***

The principal place of business of this corporation shall be:

119 Snowdrift Road  
Destin, Florida 32550

The mailing address of this corporation shall be:

Post Office Box 2547  
Santa Rosa Beach, Florida 32459

***ARTICLE IV - CAPITAL STOCK***

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value  
common stock, which shall be designated "common shares".

***ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE***

The name and address of the initial registered agent of this corporation is Wayne McCool,  
119 Snowdrift Road, Destin, Florida 32550.

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VI - INCORPORATORS**

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

Wayne McCool  
119 Snowdrift Road  
Destin, Florida 32550

**ARTICLE VII - BY-LAWS**

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

**ARTICLE VIII - ACTION WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

*IN WITNESS WHEREOF*, the undersigned subscriber has executed these Articles Of Incorporation this 27 day of September, 2001.

  
WAYNE McCOOL

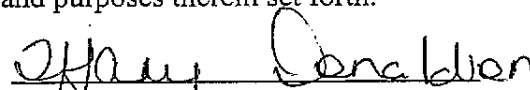
**STATE OF FLORIDA**

**COUNTY OF OKALOOSA**

The foregoing instrument was acknowledged before me this 27 day of September, 2001, by Wayne McCool, who is personally known to me or who has produced as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.



Tiffany Donaldson  
MY COMMISSION # CC840289 EXPIRES  
May 25, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_

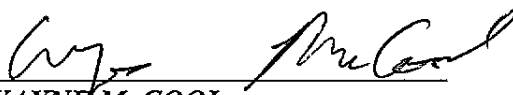
***CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE***

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Blue Heron Inn, Inc.
2. The name of the registered agent is Wayne McCool. The address of the registered office is 119 Snowdrift Road, Destin, Florida 32550.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

***DATED*** this 27 day of September, 2001.

  
***WAYNE McCOOL***  
***Registered Agent***

**FILED**  
2001 OCT - 8 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA