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PO2000058918

May 24, 2002

Via Federal Express

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
of onlineRMS, Inc.

800005621898--7
-05/28/02--01077--008
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation of onlineRMS, Inc. along with a check in the amount of \$78.75 to cover the cost of filing the Articles of Incorporation. Please feel free to call me if you have any questions.

Sincerely,

David B. Pleat

DBP/kmb

Enclosures

F:\wp_docs\onlineRMS\onlineRMS.lss.wpd

FILED
02 MAY 28 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

onlineRMS, Inc.

FILED
02 MAY 28 AM 10:03
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act and providing for the formation, rights, and privileges of corporations for profit, hereby adopts the following Articles of Incorporation for such corporation;

ARTICLE I - NAME

The name of the corporation shall be **onlineRMS, Inc.**, and its principal place of business shall be in the county of Okaloosa, Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the Board of Directors.

ARTICLE II - DURATION

The period of duration for this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in a company that provides online, paperless, keyless resort management solutions for reservation systems of condominiums, homes, etc. and any other business as permitted under the laws of the United States and the State of Florida, and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein set forth.

ARTICLE IV - CAPITAL STRUCTURE

The corporation shall have authority to issue one hundred (100) shares of common stock, all of one class, one dollar (\$1.00) par value per share.


ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation shall be located in Destin, Okaloosa County, Florida, and the street and mailing address of said principal office of the Corporation shall be 4477 Legendary Drive, Suite 205, Destin, Florida 32541.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of the initial Registered Agent at said address is David B. Pleat.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.



David B. Pleat

ARTICLE VII - BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors, subject to the By-Laws of the Corporation. The number of directors constituting the initial Board of Directors, who shall hold office until their successors are elected and have qualified, is seven, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Joe Butler	4477 Legendary Drive, Suite 101, Destin, FL 32541
Jeanne Carter	4039 East County Highway 30-A, Seagrove Beach, FL 32459
William H. Smith	4039 East County Highway 30-A, Seagrove Beach, FL 32459
Donald Gore	4477 Legendary Drive, Suite 205, Destin, FL 32541
Stacy McBrien	4477 Legendary Drive, Suite 205, Destin, FL 32541
Sean Miller	4477 Legendary Drive, Suite 205, Destin, FL 32541
Jon Miller	4477 Legendary Drive, Suite 205, Destin, FL 32541

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joe Butler	4477 Legendary Drive, Suite 101, Destin, FL 32541



Joe Butler

FILED
02 MAY 28 AM 10:03
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared Joe Butler who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin in said County and State this 24th day of May, 2002.

KM Bartleson

Print Notary's Name: Kellyanne M. Bartleson
Notary Public, State of Florida



K. M. Bartleson
MY COMMISSION # DD039849 EXPIRES
July 5, 2005
BONDED THRU TROY FAIN INSURANCE, INC.