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Charles A. Costin

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

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

October 14, 2002

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

000008396700--0
-10/16/02--01019--008
*****78.75 *****78.75

Re: Barefoot Properties, 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 \$78.75 to cover the fees.

Sincerely,



Kristy Lee

Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 23 AM 10:52

W0229903

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 16, 2002

COSTIN AND COSTIN
ATTN KRISTY LEE
PO BOX 98
PORT ST JOE, FL 32457-0098

SUBJECT: BAREFOOT PROPERTIES, INC.
Ref. Number: W02000029903

We have received your document for BAREFOOT PROPERTIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 802A00057715

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF
TALLAHASSEE.F

02 OCT 23 AM

BAREFOOT PROPERTIES OF THE FORGOTTEN COAST, INC.

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 "BAREFOOT PROPERTIES OF THE FORGOTTEN COAST, INC."

ARTICLE II

Duration

The corporation shall have perpetual existence, commencing on the date of filing of this agreement.

ARTICLE III

General Purpose Clause

The general nature of the business or businesses to be transacted by the corporation is property management and rentals. 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 1075 Cape San Blas Road, Port St. Joe, Florida 32456. The name of the initial registered agent of this corporation will be Lanny Blair at 1075 Cape San Blas Road, Port St. Joe, Florida 32456. The mailing address of the initial registered office of this corporation is 1075 Cape San Blas Road, Port St. Joe, Florida 32456.

ARTICLE VI
Initial Board of Directors and Officers

The company shall have four (4) directors initially. The executive positions (officers) of the directors are 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 stockholders. The names and addresses of the initial directors and officers are:

Lanny Blair	President
1075 Cape San Blas Road	
Port St. Joe, Florida 32456	

Rachel Blair Vice-President
1075 Cape San Blas Road
Port St. Joe, Florida 32456

Jimmy Johnson Secretary
128 Boardwalk Avenue
Port St. Joe, Florida 32456

Pat Johnson Treasurer
128 Boardwalk Avenue
Port St. Joe, Florida 32456

ARTICLE VII
Incorporators

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

Lanny Blair
1075 Cape San Blas Road
Port St. Joe, Florida 32456

Rachel Blair
1075 Cape San Blas Road
Port St. Joe, Florida 32456

Jimmy Johnson
128 Boardwalk Avenue
Port St. Joe, Florida 32456

Pat Johnson
128 Boardwalk Avenue
Port St. Joe, Florida 32456

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:

Lanny Blair	25 shares common stock
Rachel Blair	25 shares common stock
Jimmy Johnson	25 shares common stock
Pat Johnson	25 shares common stock

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 18th day of October, 2002.

BAREFOOT PROPERTIES OF THE FORGOTTEN
COAST, INC.

By: Lanny Blair
Lanny Blair, Incorporator

By: Rachel Blair
Rachel Blair, Incorporator

By: Jimmy Johnson
Jimmy Johnson, Incorporator

By: Pat Johnson
Pat Johnson, Incorporator

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 18th day of October, 2002, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared LANNY BLAIR, RACHEL BLAIR, JIMMY JOHNSON and PAT JOHNSON, who are personally known to me or who produced personally known to me 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 incorporators and that the facts therein set are truly set forth and that they desire to associate themselves 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.



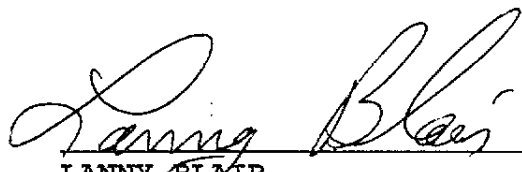
Kristy M. Lee
Notary Public

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that **BAREFOOT PROPERTIES OF THE FORGOTTEN COAST, INC**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Port St. Joe, Gulf County, Florida, has named **LANNY BLAIR**, 1075 Cape San Blas Road, Port St. Joe, Florida 32456, 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.



LANNY BLAIR
Registered Agent
1075 Cape San Blas Road
Port St. Joe, FL 32456

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 OCT 23 AM 10:52