

Division of Corporations

Page 1 of 2

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

S/K

FLORIDA PROFIT CORPORATION OR P.A.

OCEAN HAMMOCK RESORT SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION OF
OCEAN HAMMOCK RESORT SERVICES, INC.**

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

First: The corporate name for the corporation (hereinafter called the "corporation") that satisfies the requirement of Section 607.0401 is:

OCEAN HAMMOCK RESORT SERVICES, INC.

Second: The street address of the initial principal office of the corporation is:

Ocean Hammock Resort Services, Inc.
c/o 25 Ocean Way N.
Palm Coast, FL 32137

Third: The mailing address, wherever located, of the corporation is:

Ocean Hammock Resort Services, Inc.
c/o Destination Hotels and Resorts, Inc.
11777 San Vicente Boulevard
Suite 900
Los Angeles, CA 90049
Attn: Legal Group

Fourth: The number of shares that the corporation is authorized to issue is 200,000 of common stock, each with par value of \$0.01. All of the rights and privileges of each of the authorized shares of the corporation shall be identical with the rights and privileges of every other authorized share of the corporation, whether of the same class or of the other class.

Fifth: The street address of the initial registered agent of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

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Sixth: The name and address of the incorporator is:

Name

Craig A. Minegar, Esquire

Address

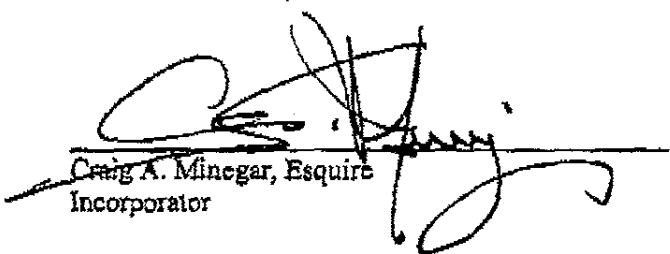
c/o Greenberg Traurig, P.A.
450 South Orange Avenue, Suite 650
Orlando, FL 32801

Seventh: The purposes for which the corporation is organized, shall be the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

Eighth: The duration of the corporation shall be perpetual.

Ninth: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on November 25, 2002


Craig A. Minegar, Esquire
Incorporator

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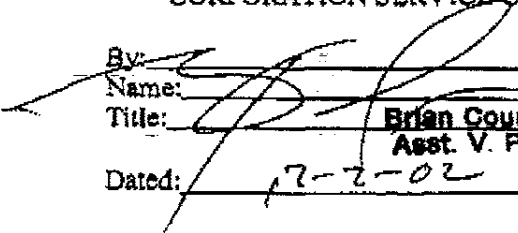
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H02000232135 2

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, ' Corporation Service Company (the "Corporation") hereby accepts the appointment as registered agent and agrees to act in this capacity. The Corporation further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name: _____
Title: **Brian Courtney**
Asst. V. Pres.
Dated: 12-2-02

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