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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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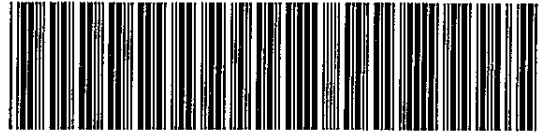
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ATTORNEY AT LAW

JAMES C. BARTH, P.A.

30 SOUTH SHORE DRIVE
DESTIN, FL 32550
(850) 654-9099
FAX (850) 654-6797

January 31, 2003

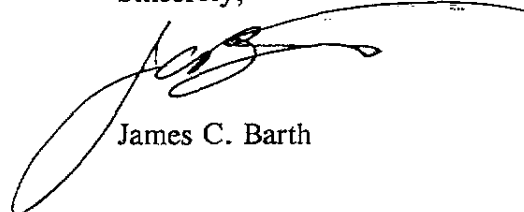
Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

RE: Retreat Properties, Inc.

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for Retreat Properties, Inc., together with my acceptance as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the cost of incorporation. Feel free to call me if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to be 'JCB', with a long, sweeping horizontal line extending to the right.

James C. Barth

JCB:cab

Enclosures

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
RETREAT PROPERTIES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Retreat Properties, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to sell, rent and manage real estate and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have authority to issue One Hundred (100) shares of common stock, all of one class, One Dollar (\$1.00) par value.

ARTICLE V

The address of its principal office is 3092 West County Highway 30A, Santa Rosa Beach, Florida 32459.

ARTICLE VI

The address of its initial Registered Office is 30 South Shore Drive, Destin, Florida 32550, and the name of its initial Registered Agent at said address is James C. Barth.

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


James C. Barth

ARTICLE VII

~~The number of directors constituting its initial Board of Directors is one, whose name and~~
address is:

Gerald Gough
62 Heron Pointe Court
Destin, FL 32550

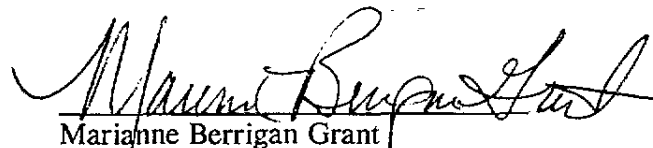
ARTICLE VIII

The name and address of the incorporator is:

Marianne Berrigan Grant
2932 Pine Valley Drive
Destin, FL 32550

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TALLAHASSEE FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 31st day of
January, 2003.


Marianne Berrigan Grant
Incorporator