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CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA

cf 4/11/03

505 Mooney Road  
Ft Walton Beach, FL 32547

March 30, 2003

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O.Box 6327  
Tallahassee, FL 32314

**FILED**  
2003 APR -7 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Gentlemen:

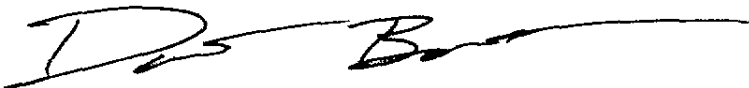
Please find enclosed the duplicate original Articles of Incorporation for Emerald Beach Resort of NW Fla, Inc. , a Florida Corporation. A check for \$ 70.00 is presented for State charges for processing.

The effective date for this corporation shall be April 1, 2003.

Please return duplicate copy with Certificate of Incorporation to 505 Mooney Road, Ft Walton Beach, FL 32547.

Thank you for your assistance in forming this corporation.

Sincerely,



David Barron

ARTICLES OF INCORPORATION  
OF

EFFECTIVE DATE

4/01/03

FILED

2003 APR -7 PM 1:46

EMERALD BEACH RESORT OF NW FLA, INC.

(A Florida Corporation for Profit)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is EMERALD BEACH RESORT OF NW FLA, INC., and its principal office is 505 Mooney Road, Ft Walton Beach, FL 32547.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation real estate sales and development.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue One Thousand ( 1,000 ) shares of stock with a par value of one dollar ( \$ 1.00 ) each. Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of the articles. The effective date of this corporation shall be April 1, 2003.

#### ARTICLE FIVE

##### REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 505 Mooney Road, Ft Walton Beach, FL 32547. The registered agent is David Barron.

#### ARTICLE SIX

##### BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The name and address of the initial board of directors of the corporation is as follows:

David Barron  
505 Mooney Road  
Ft Walton Beach, FL 32547

The person(s) named as the initial directors shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE SEVEN

##### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE EIGHT

##### REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

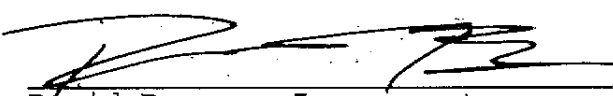
ARTICLE ELEVEN

INCORPORATOR

The name and address of the incorporator is:

David Barron  
505 Mooney Road  
Ft Walton Beach, FL 32547

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on 04/03/03, 2003.

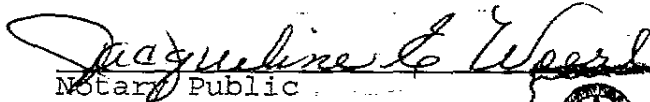
  
David Barron, Incorporator

ACKNOWLEDGEMENT

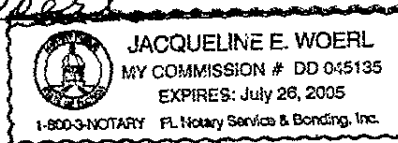
STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared David Barron, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.

  
Notary Public

My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, DAVID BARRON, hereby accept appointment as registered agent for the corporation and acknowledge my acceptance with my signature below on 04/23/02, 2003.

  
David Barron, Registered Agent

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CLERK OF STATE  
TALLAHASSEE FLORIDA