

LONNIE L. SIMMONS, P. A.
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May 12, 2003

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of Hotel DeFuniak, Inc.

Dear Sir/Madam:

EFFECTIVE DATE
05-12-03

I have enclosed for filing the original and one copy of the Articles of Incorporation of Hotel DeFuniak, Inc. I have also enclosed a check payable to the Secretary of State in the amount of \$70.00 to cover the costs of filing the Articles of Incorporation.

Please file the Articles of Incorporation and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,



Lonnie L. Simmons

LLS\kbb

Enclosures

STATE OF FLORIDA)
 :
COUNTY OF WALTON)

AFFIDAVIT

I, ANN S. ROBINSON, as President of HERITAGE PROPERTIES OF DEFUNIAK SPRINGS, INC., a Florida corporation, hereby acknowledge that the following statements are true and correct:

1) On July 18, 1997, Heritage Properties of DeFuniak Springs, Inc., a Florida corporation filed with the Florida Department of State, a tradename/trademark application for Hotel DeFuniak.

2) Heritage Properties of DeFuniak Springs, Inc. is selling all of its assets, including the tradename "Hotel DeFuniak" to Medical Care Center of Fort Walton Beach, Inc.

3) Since the tradename "Hotel DeFuniak" is included as part of the sale of assets, Heritage Properties of DeFuniak Springs, Inc. relinquishes the name Hotel DeFuniak for use by another entity.

Dated this 13th day of May, 2003.

Signed, sealed and delivered in the presence of:

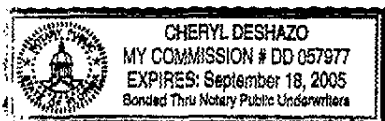
HERITAGE PROPERTIES OF DEFUNIAK SPRINGS, INC., a Florida corporation

William Kellogg
WITNESS
Barbara W. Kellogg
WITNESS

By: Ann S. Robinson
ANN S. ROBINSON, Its President
Affiant

STATE OF FLORIDA)
 :
COUNTY OF WALTON)

The foregoing instrument was acknowledged to and subscribed before me this 13 day of May, 2003, by ANN S. ROBINSON, who is personally known to me or has produced the driver license as identification.



Cheryl Deshazo
Print Name: Cheryl Deshazo
Notary Public, State of Florida
My Commission Expires: sep 18, 2005

ARTICLES OF INCORPORATION

OF

HOTEL DEFUNIAK, INC.

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

FILED
03 MAY 16 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is HOTEL DEFUNIAK, INC.

EFFECTIVE DATE
05-12-03

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the 12th day of May, 2003.

ARTICLE III - PURPOSE

The purpose of this Corporation is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 2,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is 66 Circle Drive, DeFuniak Springs, Florida 32435 and the name of the initial registered agent of this Corporation at that address is C. Thomas Hutchins.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

C. Thomas Hutchins
66 Circle Drive
DeFuniak Springs, Florida 32435

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is C. Thomas Hutchins, 66 Circle Drive, DeFuniak Springs, Florida 32435.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - 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.

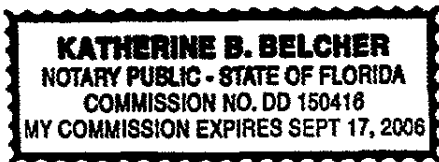
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 12 day of May, 2003.

[Handwritten Signature]

C. THOMAS HUTCHINS -
Incorporator

STATE OF FLORIDA)
 :
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged to before me this 12 day of May, 2003, by C. THOMAS HUTCHINS, who is personally known to me, or who has produced _____ as identification.



Katherine B. Belcher
Print Name: KATHERINE B. BELCHER
Notary Public, State of Florida
My Commission Expires: 9/17/06

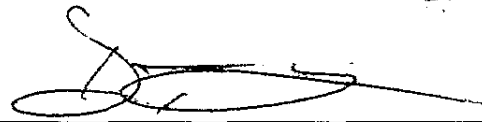
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST, that HOTEL DEFUNIAK, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 66 Circle Drive, DeFuniak Springs, Florida 32435 has named C. Thomas Hutchins at 66 Circle Drive, DeFuniak Springs, Florida 32435 as its agent to accept service of process within Florida.

DATED: May 12, 2003

FILED
MAY 16 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



C. THOMAS HUTCHINS - Incorporator

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



C. THOMAS HUTCHINS - Registered Agent