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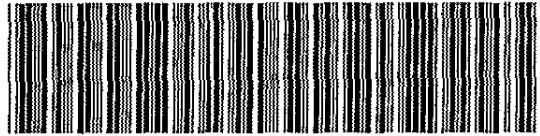
(Business Entity Name)

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03/30/04--01047--001 **78.75

EFFECTIVE DATE
03-23-04

FILED
04 MAR 30 AM 10:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

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BERT MOORE, P.A.
ATTORNEY AT LAW
4677 E. HIGHWAY 20, SUITE 1
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NICEVILLE, FLORIDA 32588-0950
(850) 678-6883
FAX (850) 678-4210
moore@bertmoorepa.gccoxmail.com

March 24, 2004

Division of Corporations
Registration Section
409 E Gaines Street
Tallahassee, FL 32301-2412

Re: Registration for Destin North Bay Inn, Inc.

To Whom It May Concern:

EFFECTIVE DATE
03-23-04

Enclosed is check number 2268 in the amount of \$78.75 for filing fees for Articles of Incorporation and designation of Registered Agent and original Destin North Bay Inn, Inc. Articles of Incorporation.

Should you need additional information please contact my office at the above.

Sincerely,



Vicki Moore

Enclosures

ARTICLES OF INCORPORATION

OF

DESTIN NORTH BAY INN, INC.

FILED
04 MAR 30 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **DESTIN NORTH BAY INN, INC.**

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on March 23, 2004.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of all lawful business as allowed under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

EFFECTIVE DATE
03-23-04

This corporation is authorized to issue 1,000,000 shares of One Penny (\$.01) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation is 318 Olde Post Road, Niceville Fl 32578.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1169 John Sims Parkway, Niceville, Florida 32578, and the name of the initial registered agent of this corporation at this address is Bert Moore.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director and officer of this corporation is Bert Moore, 1169 John Sims Parkway, Niceville, Florida 32578

ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these articles of incorporation is Bert Moore, 1169 John Sims Parkway, Niceville, Florida 32578.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

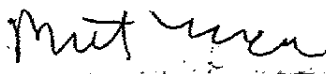
ARTICLE X - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XI - AMENDMENT

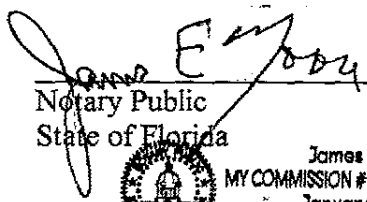
This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23rd day of March, 2004.


Bert Moore

STATE OF FLORIDA
COUNTY OF OKALOOSA

Bert Moore, who is personally known to me acknowledged the foregoing instrument before me this 23rd day of March, 2004.


Notary Public
State of Florida



James E. Moore
MY COMMISSION # CC992717 EXPIRES
January 24, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Stamp:


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: First-that **DESTIN NORTH BAY INN, INC.**, desiring to organize under the laws of the State of Florida with its principal office at, 318 Olde Post Road, Niceville Fl 32578, and has named Bert Moore located at 1169 John Sims Parkway, Niceville, Florida 32578, 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 place designated in this certificate, I hereby accept the act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Dated this 23rd day of March , 2004.

By: 
Bert Moore, Resident Agent

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04 MAR 30 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA