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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Destin Vacation Rentals, Inc.

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ARTICLES OF INCORPORATION

OF

DESTIN VACATION RENTALS, INC.

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 I.

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is DESTIN VACATION RENTALS, INC. and its principal office and mailing address is P.O. Box 6669, Miramar Beach, Florida 32550. —

ARTICLE II.

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 is to maintain and operate a vacation rental business.

ARTICLE III.

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

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ARTICLE IV.

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

ARTICLE V.

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 35008 Emerald Coast Parkway, Suite 202, Destin, Florida 32541. The registered agent is WILLIAM G. KILPATRICK, JR.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have one (1) director 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 names and addresses of the initial Board of Directors and Officers of the corporation are as follows:

Gale Hohmadell	Director, President, Secretary & Treasurer
P.O. Box 6669	
Miramar Beach, FL 32550	

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

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ARTICLE VII.

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 VIII.

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 IX.

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 X.

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

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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 XI.
INCORPORATOR**

The name and address of the incorporator is :

William G. Kilpatrick, Jr.
35008 Emerald Coast Parkway
Suite 202
Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles
on this 12th day of October, 2004.



WILLIAM G. KILPATRICK, JR., Incorporator

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ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for
DESTIN VACATION RENTALS, INC., and acknowledge my acceptance with my signature below
on this 12th day of October, 2004.



WILLIAM G. KILPATRICK, JR., Registered Agent

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