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Division of Corporations Page 1 of 1
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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : KEVIN M. HELMICH, PA
Account Number : I20020000062
Phone : (850) 650-4747
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STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Fractionals by the Sea, Inc.

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**ARTICLES OF INCORPORATION
OF
FRACTIONALS BY THE SEA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is FRACTIONALS BY THE SEA, INC.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of conducting real estate investment, development and all other lawful business.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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Prepared by: Kevin M. Helmich, Esquire
Post Office Box 4499
Destin, Florida 32540-5499
(850) 650-4747

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4481 Legendary Drive, Suite 200, Destin, Florida 32541 and the initial registered agent of this Corporation at that address is Kevin M. Helmich.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one (1) 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 of this Corporation is:

Thomas B. Henry
12889 Emerald Coast Parkway
Destin, Florida 32551

ARTICLE VIII
PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 12889 Emerald Coast Parkway, Destin, Florida 32551.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is:

Kevin M. Helmich
4481 Legendary Drive, Suite 200
Destin, Florida 32541

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Prepared by: Kevin M. Helmich, Esquire
Post Office Box 5499
Destin, Florida 32540-5499
(850) 650-4747

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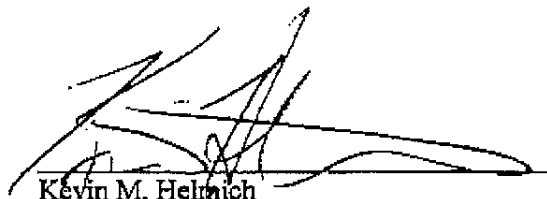
ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of May 2005.



Kevin M. Helmich

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Kevin M. Helmich, who is personally known to me and did not take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 6th day of May 2005.



Notary

My commission expires:

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Prepared by: Kevin M. Helmich, Esquire
Post Office Box 5499
Destin, Florida 32540-5499
(850) 650-4747

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ACCEPTANCE

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I hereby am familiar with and accept the duties and responsibilities as registered agent for
FRACTIONALS BY THE SEA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Kevin M. Helmich,
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Kevin M. Helmich, registered agent who is personally known to me and did not take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 6th day of May 2005.




Notary

My commission expires:

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