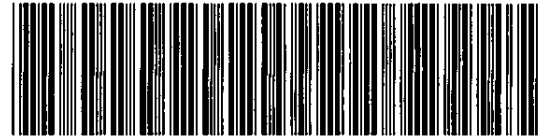


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1.2.5-31

**FRANKLIN H. WATSON, P.A.**

*ATTORNEY AT LAW*

5365 E. COUNTY HIGHWAY 30-A, SUITE 105  
SEAGROVE BEACH, FL 32459

PH: (850) 231-3465  
FAX: (850) 231-3475

ADMITTED IN  
FLORIDA & ALABAMA

May 25, 2006

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

**SUBJECT: ARTICLES OF INCORPORATION FOR:  
CES PROPERTY MANAGEMENT, INC.  
OUR FILE NUMBER: C-138**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75, Filing Fee and Certificate.

If you have any questions or concerns regarding the enclosed, please do not hesitate to contact Shannon Cosson at 850-231-3465 (ext.27).

**FROM: FRANKLIN H. WATSON, P.A.**  
5365 E. Highway 30-A, Suite 105  
Seagrove Beach, FL 32459  
Phone: 850-231-3465

**ARTICLES OF INCORPORATION  
OF  
CES PROPERTY MANAGEMENT, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I  
Name**

The name of this corporation is:

**CES PROPERTY MANAGEMENT, INC.**

**ARTICLE II  
Duration**

This corporation shall exist perpetually.

**ARTICLE III  
Corporate Purpose**

This corporation is organized to transact any and all lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

**ARTICLE IV  
Principal Office/Mailing Address**

The street and mailing address of the initial principal office is

277 Mattie Kelly Boulevard  
Destin, Florida 32541

**ARTICLE V  
Capital Stock**

This corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI  
Preemptive Rights**

Every shareholder, upon the sale for cash 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 thereof 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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**ARTICLE VII**  
**Stockholder and Corporation Option to Purchase Stock**

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 5365 E. County Highway 30-A, Suite 105, Seagrove Beach, Florida 32459; the name of the initial registered agent of this corporation at that address is: Franklin H. Watson, P.A.

**ARTICLE IX**  
**Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws.

**ARTICLE X**  
**Initial Officers**

The corporation shall have the following officers:

Charleen E. Smith, President & Secretary/ Treasurer  
Bernadette Marino, Vice President

The officers shall be elected by a majority vote of the directors.

**ARTICLE XI**  
**Incorporators**

The name and address of the incorporator is:

Franklin H. Watson, P.A.  
5365 E. Highway 30-A, Suite 105  
Seagrove Beach, FL 32459

**ARTICLE XII**  
**Action by Directors Without a Meeting**

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

**ARTICLE XIII**  
**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV**  
**INDEMNIFICATION**

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

**ARTICLE XV**  
**INFORMAL ACTION OF DIRECTORS**

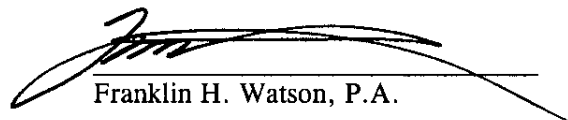
If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

**ARTICLE XVI**  
**BYLAWS**

The corporation shall be governed by bylaws adopted by the shareholders.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 26<sup>th</sup> day of May, 2006.

FRANKLIN H. WATSON, P.A.

  
Franklin H. Watson, P.A.

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of May, 2006 by Franklin H. Watson, President of Franklin H. Watson, P.A., who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and seal this 26<sup>th</sup> day of May, 2006.

*Shannon Cosson*

Name: Shannon Cosson

Notary Public

My commission expires: oct. 31, 2008



Shannon Cosson  
My Commission DD367159  
Expires October 31 2008

Affix Seal

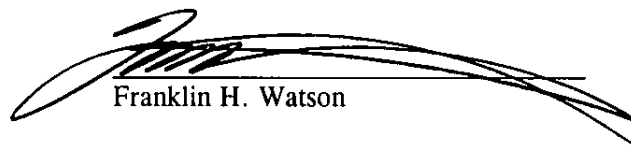
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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

FIRST – That CES Property Management, Inc. with its principal place of business at 277 Mattie Kelly Boulevard, Destin, Florida 32541, has named Franklin H. Watson, P.A. located at 5365 East County Highway 30-A, Suite 105 Seagrove Beach, Florida 32459, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Dated this 26<sup>th</sup> day of May 2006.

  
Franklin H. Watson

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06 MAY 30 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA