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FLORIDA PROFIT/NON PROFIT CORPORATION
GULF BLUE VACATIONS, INC.

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**ARTICLES OF INCORPORATION
OF
GULF BLUE VACATIONS, INC.**

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be GULF BLUE VACATIONS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be 123 Palafox Place, Pensacola, FL 32502.

**ARTICLE VI. REGISTERED AGENT AND
INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be O. McIntosh Belsinger, Jr., 123 Palafox Place, Pensacola, FL 32502.

Robert S. Rushing, Esq. -Bar No: 0013946
Carver, Darden, et al
801 W. Romana Street - Suite A
Pensacola, FL 32502
(850) 266-2300
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ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial directors of this corporation and their street address is:

O. McIntosh Belsinger, Jr., 123 Palafox Place, Pensacola, FL 32502.

Laura E. Belsinger, 123 Palafox Place, Pensacola, FL 32502.

Robert G. Ackerman, 1 Flicker Lane, Rowayton, CT 06853

Joseph M. Endry, 123 Palafox Place, Pensacola, FL 32502.

The persons named as initial directors shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X. INDEMNIFICATION

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

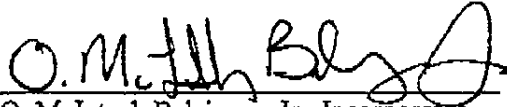
ARTICLE XI. INCORPORATOR

The name and address of the incorporator of this corporation is O. McIntosh Belsinger, Jr., 123 Palafox Place, Pensacola, FL 32502.

ARTICLE XII. 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 the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 8th day of June, 2011.

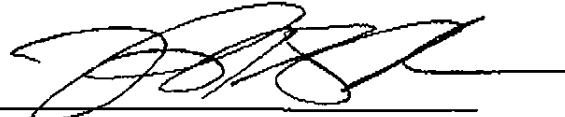

O. McIntosh Belsinger, Jr., Incorporator

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STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by O. McIntosh Belsinger, Jr. who is personally known to me or who produced _____ as identification on this 8th day of June, 2011.



SEAL

NOTARY PUBLIC- STATE OF FLORIDA



ROBERT STERLING RUSHING
Notary Public, State of Florida
My Comm. Expires Sept. 20, 2013
Commission No. DD 926639

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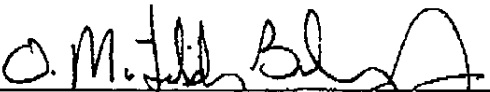
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GULF BLUE VACATIONS, INC. at the place designated in the Articles of Incorporation, O. McIntosh Belsinger, Jr. agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: June 8th, 2011


O. McIntosh Belsinger, Jr., Registered Agent

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