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December 30, 1994

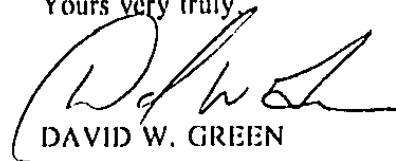
Post Office Box 600
22 East Baldwin Ave
Phone (904) 802-2113
Fax (904) 802-2137

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir:

I am enclosing herewith Articles of Incorporation for Seabreeze Realty of South Walton, Inc., along with a certificate of designation for registered agent and our check in the amount of \$78.75 to cover the costs of filing fees. Please file the Articles and provide me with a certificate of status at your earliest convenience.

Yours very truly,


DAVID W. GREEN

DWG/bm

Enclosures

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ARTICLES OF INCORPORATION
OF
SEABREEZE REALTY OF SOUTH WALTON, INC.

ARTICLE I - NAME

The name of the corporation is Seabreeze Realty of South Walton, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any business which may be lawfully conducted in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office shall be at 200 Banfill Road, Santa Rosa Beach, Florida 32459, and the initial registered agent shall be Van Ness R. Butler, Jr.,

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation are:

Van Ness R. Butler, Jr.
200 Banfill Road
Santa Rosa Beach, Florida 32459

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles are:

Van Ness R. Butler, Jr.
200 Banfill Road
Santa Rosa Beach, Florida 32459

ARTICLE VIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation shall be 200 Banfill Road, Santa Rosa Beach, Florida 32459, and the mailing address of the corporation shall be 200 Banfill

Road, Santa Rosa Beach, Florida 32459.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this

29th day of December, A.D. 1994.

Van Ness R. Butler, Jr.
Van Ness R. Butler, Jr.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is Seabreeze Realty of South Walton, Inc.
2. The name and address of the registered agent and office is Van Ness R. Butler, Jr., 200 Banfill Road, Santa Rosa Beach, Florida 32459.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS OF THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Name Van Ness R. Butler, Jr.

Date December 29, 1994