

LAW OFFICES OF
J. JEROME MILLER

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P95000011842

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

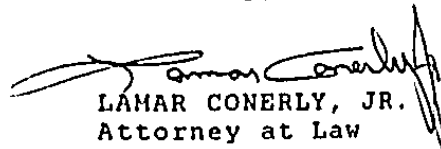
Re: Amenities of Destin Pointe, Inc.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,


LAMAR CONERLY, JR.
Attorney at Law

LC:ejj

enc: as stated

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ARTICLES OF INCORPORATION
OF
AMENITIES OF DESTIN POINTE, INC.

ARTICLE I

NAME

The name of this Corporation is AMENITIES OF DESTIN POINTE, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 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.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 415 Mountain Drive Suite 3, Destin, Florida, 32541, and the initial registered agent of this Corporation at that address is J. JEROME MILLER.

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TALLAHASSEE, FLORIDA

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:

H. Judith Johnson
480 Gulfshore Drive #401
Destin, Florida 32541

ARTICLE VIII

PRINCIPAL OFFICE

The location of the principal office of this Corporation is 480 Gulfshore Drive, Destin, Florida 32541. Its mailing address is the same.

ARTICLE IX

INCORPORATOR

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

H. Judith Johnson
480 Gulfshore Drive #401
Destin, Florida 32541

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 the 3 day of Feb, 1995.

M. Judith Johnson
H. JUDITH JOHNSON

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared H. JUDITH JOHNSON, who is personally known to me and she is the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 3 day of February, 1995.

(SEAL)

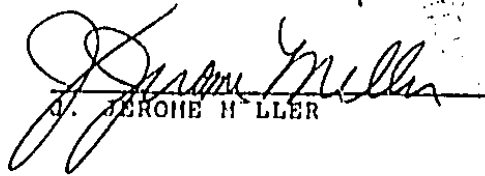
Jerome Miller
NOTARY PUBLIC

My Commission Expires:

J. JENOME MILLER
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES JUNE 5, 1995
COMM. NO. CC 118159

ACCEPTANCE

I HEREDY am familiar with and accept the duties and responsibilities as registered agent for AMENITIES OF DESTIN POINTE, INC..


J. JEROME MILLER

FILED
FEB 10 1998

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared J. JEROME MILLER who is personally known to me and he is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 3 day of February, 1995.

(SEAL)

★ SUE C. WALLACE ★
★ NOTARY PUBLIC, STATE OF FLORIDA ★
★ MY COMMISSION EXPIRES JULY 27, 1998 ★
★ COMM. NO. CC 012288 ★


NOTARY PUBLIC

My Commission Expires: 7/27/98