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CADENHEAD, CAMPBELL & KNOPES

ATTORNEYS AT LAW

420 EAST PINE STREET • POST OFFICE BOX 727
CRESTVIEW, FLORIDA 32836

CHRIS CADENHEAD
DANIEL C. CAMPBELL
T. MARTIN KNOPES*
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April 13, 1995

Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

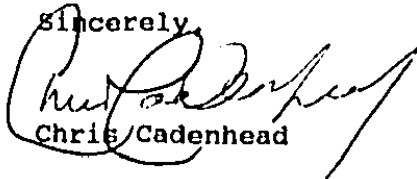
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RE: GETAWAY TRAVEL OF DESTIN, INC.

Find enclosed herewith an original and photocopy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents fees necessary for this filing.

Please file the original of the enclosed Articles and return a certified copy to the undersigned.

Sincerely,


Chris Cadenhead

/ms
Enclosures

FILED
95 APR 17 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File 4-20

ARTICLES OF INCORPORATION
of
GETAWAY TRAVEL OF DESTIN, INC.

FILED
95 APR 17 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name. The name of the corporation is GETAWAY TRAVEL OF DESTIN, INC.

ARTICLE II - Corporate Purpose and Powers. This corporation is initially organized for the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607.011 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.011.

ARTICLE III - Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE IV. Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V. Duration. The corporation shall have perpetual existence.

ARTICLE VI - Principal Office

The street address of the principal office of this corporation in this state is 538 East Highway 98, Destin, Florida 32541

ARTICLE VII - Initial Registered Office and Agent.

The street address of the initial registered office of this corporation in this state is 420 East Pine Street, Crestview, Florida 32539, and the mailing address is P.O. Box 727, Crestview, FL 32536. The initial registered agent at that address shall be Chris Cadenhead.

ARTICLE VIII - Management by Shareholders. The corporation, pursuant to the authority vested in Section 607.111, F.S. shall be managed by its stockholders rather than a board of of directors, and the stockholders shall elect the officers. The initial stockholders in the corporation and who shall initially manage the business are:

Janie Rose
538 East Highway 98
Destin, FL 32541

Charles Morgan, III
538 East Highway 98
Destin, FL 32541

Chris Cadenhead
420 East Pine Street
Crestview, FL 32536

ARTICLE IX - Subscriber. The name and address of the person signing these Articles is:


CHRIS CADENHEAD
420 East Pine Street
P.O. Box 727
Crestview, FL 32536

ARTICLE X - By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE XI - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon.

ARTICLE XII - Dissolution. The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned, subscriber of this corporation, have executed these articles of incorporation at Crestview, Florida on the 13 day of April, 1995.


Chris Cadenhead
Subscriber

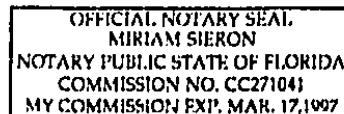
STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CHRIS CADENHEAD, the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County abovestated this 13th day of January, 1995.

Miriam Sieron
NOTARY PUBLIC

My Commission Expires: 3-17-97



FILED
APR 17 1995
CLERK OF COURT
JULIA S. BROWN

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

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

The name of the Corporation is GETAWAY TRAVEL OF DESTIN, INC.

The name and address of the registered agent and office is:

Chris Cadenhead
420 East Pine Street
Crestview, FL 32536

Having been named as registered agent to accept service of process for 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.

Dated this 13th day of April, 1995.


Chris Cadenhead
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CHRIS CADENHEAD, personally known to me to be the person described in and who executed the foregoing designation of registered agent and he acknowledged before me under oath that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County abovestated this 13th day of April, 1995.


NOTARY PUBLIC

My Commission Expires: 3-17-97

OFFICIAL NOTARY SEAL
MIRIAM SIERON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC271041
MY COMMISSION EXPI. MAR. 17, 1997