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PENSACOLA, FLORIDA

September 11, 1995

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J. LOFTON WESTMORELAND
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*BOARD CERTIFIED CIVIL TRIAL LAWYER

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100001583061
-09/12/95--01107--013
****122.50 ****122.50

Re: Destin Oil Company, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the proposed Articles of Incorporation for the above-referenced corporation. Would you please file the original and provide us with one certified copy of the Articles? We are enclosing a check payable to your order in the amount of \$122.50 in payment of the following items:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agency Designation	<u>35.00</u>
TOTAL	\$122.50

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

Very truly yours,

MOORE, HILL, WESTMORELAND,
HOOK & BOLTON, P.A.

Judy Lucio,
Legal Assistant to
J. Lofton Westmoreland

/jal
Enclosures

RECEIVED
55 SEP 12 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-14-95
[Signature]

ARTICLES OF INCORPORATION

OF

DESTIN OIL COMPANY, INC.

SEP 12 11 13 AM '53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, who desire(s) to form a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Destin Oil Company, Inc.

ARTICLE II - PURPOSES

The general purposes for which this corporation is organized are:

(1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE VI - CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is 1,000 shares, all of which shall be voting common shares with par value of \$1.00 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in this State is 154 Hickory Avenue, West, Crestview, Florida 32536. The initial registered agent at said registered office is Ben L. Holley.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

J. Lofton Westmoreland

220 West Garden Street
Sun Bank Tower, 9th Floor
Pensacola, Florida 32501

ARTICLE VII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the first Board of Directors are:

NAME

ADDRESS

Ben L. Holley

154 Hickory Avenue, West
Crestview, Florida 32536

ARTICLE VIII - AMENDMENT

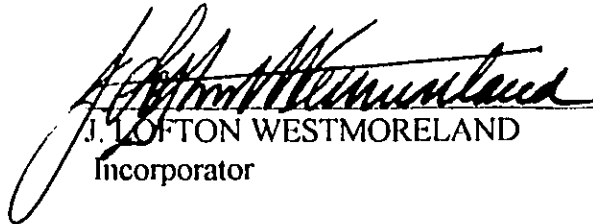
These Articles of Incorporation may be amended in the manner provided by Florida law.

ARTICLE IX - MAILING ADDRESS

The mailing address of the corporation is 639 US Highway 98 East, Destin, Florida 32541.

IN WITNESS WHEREOF, we have hereunto subscribed our names this

11 day of September, 1995.


J. LOFTON WESTMORELAND
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 11th day of Sept, 1995, by J. Lofton Westmoreland, who is personally known to me or who produced N/A as identification and who did/did not take an oath.


NOTARY PUBLIC
My Commission Expires:



JUDITH A. LUCHIO
MY COMMISSION # CC338828 EXPIRES
January 27, 1998
BONDED THRU TRIC FARM INSURANCE, INC

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

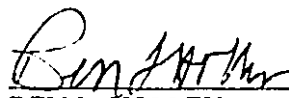
Pursuant to the provisions of Florida Statute 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Destin Oil Company, Inc.
2. The name of the registered agent is BEN L. HOLLEY.
3. The address of the registered agent/registered office is
154 Hickory Avenue, West, Crestview, Florida 32536.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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 11th day of September, 1995.

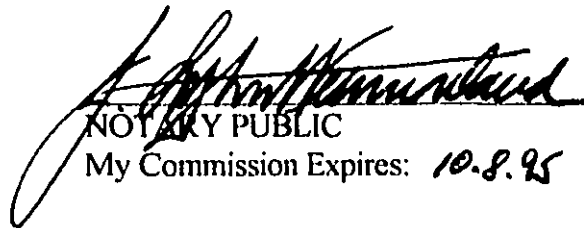

BEN L. HOLLEY
REGISTERED AGENT

95 SEP 12 PM 12:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 11
September, 1995, by Ben L. Holley, who is personally known to me or who
produced N/A as identification and who did/did not take an oath.


NOTARY PUBLIC
My Commission Expires: 10.8.95

RECEIVED
TALLAHASSEE, FLORIDA
SEP 12 PM 12:58
SECRETARY OF STATE