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COHEN POLLOCK MERLIN ROSENBERG & AXELROD

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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September 15, 1995

VIA FEDERAL EXPRESS
AIRBILL NO. 4294332943

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Ms. Brenda Tadlock

1578.75

100001589121
-09/20/95--11028--021
++++808.50 +++++78.75

Re: GRAND HARBOR DESTIN DEVELOPMENT, INC.
Our File #14503

Dear Ms. Tadlock:

Pursuant to our telephone conversation, enclosed herewith for filing please find the following:

- (1) Two (2) originally executed copies of the Articles of Incorporation of GRAND HARBOR DESTIN DEVELOPMENT, INC.;
- (2) Certificate of Designation of Registered Agent/Registered Office of GRAND HARBOR DESTIN DEVELOPMENT, INC.;
- (3) Two (2) originally executed copies of the Certificate of Limited Partnership, together with the Affidavit of Capital Contributions of GRAND HARBOR DESTIN, LTD.; and
- (4) Our firm's check in the amount of \$808.50, in payment of the applicable filing fees and Certificates of Status.

Please accept these for filing and issue a Certificate of Incorporation and Certificate of Limited Partnership to the undersigned on behalf of each of the above entities. We have enclosed a self-addressed envelope for your convenience.

If any further information is required, please call. Thank you for your assistance in this matter.

Very truly yours,

Stephanie M. Dolin
Stephanie M. Dolin
Legal Assistant

Enclosures

c: Mr. Paul Freeman (w/enc.)

GRAND HARBOR DESTIN, INC./N/09-15-95/1:44pm/#14503

D.M.
9-18-95

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95 SEP 18 PM 2:3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF

95 SEP 18 PH 2:38

GRAND HARBOR DESTIN DEVELOPMENT, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the Corporation is GRAND HARBOR DESTIN DEVELOPMENT, INC.

II.

The Corporation is organized for profit and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

III.

The Corporation shall have authority to issue not more than 100,000 shares of Stock, all of which shares shall be of the same class, with \$.01 par value per share.

IV.

Each shareholder of the Corporation, holding shares of any class of Stock, shall have a preemptive right to purchase or subscribe to any shares, or any class of shares of this Corporation, now or hereafter authorized, or any notes, debentures, bonds or any securities convertible into, or carrying options or warrants to purchase, shares of any class, now or hereafter authorized, which the Board of Directors has decided to issue.

V.

Any action required by the Florida Business Corporation Act to be taken at a meeting of the shareholders, or any action which can be taken at a meeting of the shareholders, may be taken without a meeting if written consent, setting forth the action so taken, shall be signed either by (i) persons holding all of the shares entitled to vote thereon at such meeting or (ii) persons holding shares which have the voting power to cast at least the minimum

number (or numbers, in the case of voting by groups) of votes which would be necessary to take such action at a meeting at which all shares entitled to vote were present and voted; provided, however, that action by less than unanimous written consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting, all in accordance with Florida Business Corporation Act Section 607.0704.

VI.

The mailing address of the initial principal office of the Corporation shall be:

9815 Highway 98 West
Destin, Florida 32541

VII.

The initial registered office of the Corporation shall be at 9815 Highway 98 West, Destin, Florida 32541, and the initial registered agent at such address shall be Paul Freeman.

VIII.

The initial Board of Directors shall consist of one (1) member who shall be:

Paul Freeman
9815 Highway 98 West
Destin, Florida 32541

IX.

The name and address of the incorporator is H. Stephen Merlin, Cohen Pollock Merlin Rosenberg & Axelrod, P.C., 2100 RiverEdge Parkway, NW, Suite 300, Atlanta, Fulton County, Georgia 30328.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation, this 15th day of September, 1995.


H. Stephen Merlin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Grand Harbor Destin Development, Inc.

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

Paul Freeman

(Name)

9815 Highway 98 West

(P.O. Box ~~not~~ acceptable)

Destin, Florida 32541

(City/State/Zip)

Having been named as registered agent and 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.

Paul Freeman

(Signature)

9/14/95

(Date)