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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 16th, 1996

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

Re: MIXON PROPERTIES RESORT RENTALS, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Designation of Registered Agent, together with check in the amount of Seventy (\$70.00) Dollars for filing.

Thank you for your prompt service.

Sincerely,

Robin S. Mixon

ROBIN S. MIXON
P.O. Box 18226
Panama City Beach, Florida 32417
(904) 233-9340

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RSM:mlb

Enclosures

2-26-96
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ARTICLES OF INCORPORATION
OF
MIXON PROPERTIES RESORT RENTALS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

MIXON PROPERTIES RESORT RENTALS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

8406A Panama City Beach Parkway
Panama City Beach, Florida 32407

The mailing address of this corporation shall be:

Post Office Box 18226
Panama City Beach, Florida 32417

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED SHARES

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ROBIN S. MIXON
131 Sand Dollar Drive
Panama City Beach, Florida 32408

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

President:	ROBIN S. MIXON 131 Sand Dollar Drive Panama City Beach, Florida 32408
Vice-President:	ROBIN S. MIXON 131 Sand Dollar Drive Panama City Beach, Florida 32408
Secretary:	ROBIN S. MIXON 131 Sand Dollar Drive Panama City Beach, Florida 32408
Treasurer:	ROBIN S. MIXON 131 Sand Dollar Drive Panama City Beach, Florida 32408

The undersigned has executed these Articles of Incorporation this 16th day of February, 1996.

Robin S. Mixon
ROBIN S. MIXON
President

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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 in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

MIXON PROPERTIES RESORT RENTALS, INC.

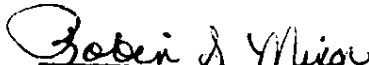
2. The name and address of the Registered Agent and office is:

ROBIN S. MIXON
131 Sand Dollar Drive
Panama City Beach, Florida 32408


ROBIN S. MIXON
President

Date: February 16th, 1996.

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.


ROBIN S. MIXON

Date: February 16th, 1996.