

P96000067846

BURKE & BLUE, P.A.
ATTORNEYS AND COUNSELLORS AT LAW

201 MCKENZIE AVENUE
POST OFFICE BOX 70

PANAMA CITY, FLORIDA 32402

TELEPHONE (904) 769-1414

TELECOPIER (904) 764-0087

August 9, 1996

LEE W. BURKE
ROB BLUE, JR.
NBYIN J. ZIDORRMAN
EDMOND D. QUINTANA*
EDWARD A. HUTCHISON, JR.
TIMOTHY M. WARRER**
DAVID M. NOLL
ELIZABETH J. WALTERS***
SHERRI L. DENTON
A. DRYAN DRAYMON, J.D., CLONING AGENT****

DENTON OFFICE
BUILDING 1, SUITE 11
161 REGION WAY
DENTON, FLORIDA 32841
TELEPHONE (904) 064-0088
TELECOPIER (904) 064-0089

*ALSO ADMITTED IN MISSISSIPPI
BOARD CERTIFIED CIVIL TRIAL LAWYER
**ALSO ADMITTED IN LOUISIANA
***ALSO ADMITTED IN ALABAMA
****ADMITTED ONLY IN TEXAS (NOT FLORIDA)

EFFECTIVE DATE
8-9-96

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001919406
-08/13/96--01007--015
****122.50 ****122.50

RE: Gulf Place Cabanas, Inc.
Our File No.: G123-6630

Dear Division:

Enclosed herewith please find one original and a copy of the Articles of Incorporation for the above referenced matter. Also, enclosed is our firm's check in the amount of \$122.50 for the filing fees needs as follows:

\$35.00 Filing Articles of Incorporation
\$35.00 Designation of Registered Agent
\$52.50 Certified Copy of Articles

I would appreciate your filing the Articles of Incorporation and return a certified copy to me.

Sincerely,

BURKE & BLUE, P.A.

Jo
Jo Faucheux
Legal Assistant to
Rob Blue, Jr., Esq.

/jff
Enclosure(s)

FILED
95 AUG 12 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-15-96
KR

ARTICLES OF INCORPORATION
OF
GULF PLACE CABANAS, INC.

EFFECTIVE DATE
8 7-76

FILED
25 AUG 12 AM 9:14
STATE
FLORIDA

Article I - Name

The name of this corporation is GULF PLACE CABANAS, INC. The initial street address of the principal office is 19 Sea Winds Drive, Santa Rosa Beach, Florida, 32459.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 221 McKenzie Avenue, Panama City, Florida 32401 and the name of the initial registered agent of this corporation at that address is Rob Blue, Jr.

Article VI - Initial Board of Directors

This corporation shall have three (3) directors 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 (1). The name and address of the initial directors of this corporation are:

ANGUS G. ANDREWS, JR.	19 Sea Winds Drive Santa Rosa Bch, FL 32459
WILLIAM W. ABBOTT, JR.	19 Sea Winds Drive Santa Rosa Bch, FL 32459
JAMES R. STEINER, JR.	19 Sea Winds Drive Santa Rosa Bch, FL 32459

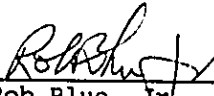
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That GULF PLACE CABANAS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation in Santa Rosa Beach, County of Walton, State of Florida, has named Rob Blue, Jr., located at 221 McKenzie Avenue, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Rob Blue, Jr.
(Registered Agent)

FILED
96 AUG 12 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA