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September 20, 1996

Department of State
Division of Corporations
P.O. Box 6377
Tallahassee, FL 32314

In Re: Florida Resort Development Corporation

400001954314
-09/24/96--01041--019
****122.50 ****122.50

Dear Sir,

Please find enclosed the following:

1. Articles of Incorporation of Florida Resort Development Corporation.
2. Certificate of Designation of Registered Agent/Registered Office.
3. A check for \$122.50 which is made up as to \$35.00 filing fee, \$35.00 Certificate of Designation fee and \$52.50 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation for the above-referenced corporation and forward to us a certified copy of the Articles.

Sincerely,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.

C. JEFFREY MCINNIS

DMP
9-25-96

depstate.ltr.corporation
Enclosure as noted

FILED
96 SEP 24 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA RESORT DEVELOPMENT CORPORATION

FILED
96 SEP 24 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Florida Resort Development Corporation (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK AND STOCK STRUCTURE

1. The Corporation is authorized to issue two classes of shares of stock to be designated "Class A Common," and "Class B Common."

2. The total number of shares that this Corporation is authorized to issue is 7,500 shares and each share shall have a par value of One Dollar (\$1.00).

3. 5,000 of the total 7,500 shares authorized shall be Class A Common shares. The sole management of the corporation shall be in the hands of the holders of Class A Common stock, and they alone shall have the exclusive rights to vote at any meeting of the

stockholders of the Corporation.

4. 2,500 of the total 7,500 shares authorized shall be Class B Common shares. The holders of Class B Common stock shall not be entitled to any voice in the management of the corporation, or to any voting powers at any stockholders meeting.

5. Except as otherwise provided in this Article IV, the Class A Common shares and Class B Common shares shall be identical in all respects and shall have equal rights and privileges.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 415 Mountain Drive, Suite 4, Destin, FL 32541 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) 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. The names and addresses of the initial directors of the Corporation are Ronald J. Shorey 415 Mountain Drive, Suite 4, Destin, FL 32541 and David H. Meyer, 707 Elise Lane, Destin, FL 32541.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles are as follows: C. Jeffray McInnis, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE X - SECTION 1244 STOCK

It is the intent of this charter that the Directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986 as amended.

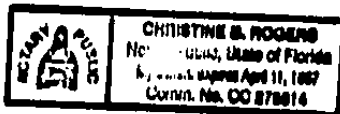
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 19th day of September, 1996.


C. JEFFREY MCINNIS

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 19th
day of September, 1996, by C. Jeffrey McInnis who is personally
known to me.

NOTARY PUBLIC:



Christine B. Rogers
Christine B. Rogers
State of Florida at Large (Seal)
My Commission Expires: 4/11/97

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 SEP 24 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 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: **FLORIDA RESORT DEVELOPMENT CORPORATION**
2. The name and address of the registered agent and office is:

C. Jeffrey McInnis, Esq.
909 Mar Walt Drive
Suite 1014
Fort Walton Beach, FL 32547

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.

SIGNATURE: _____


C. Jeffrey McInnis

DATE: September 19, 1996