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DENTON, FLORIDA 33541
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*ALSO ADMITTED IN LOUISIANA
**ALSO ADMITTED IN ALABAMA

September 23, 1996

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

800001955198
-09/24/96--01148--004
****122.50 ****122.50

Re: Villas at Club Caribe Corporation
Our File #V15-6743

Gentlemen:

Enclosed please find the original plus one (1) copy of the Articles of Incorporation for the above-captioned corporation.

Additionally, please find enclosed this law firm's check in the amount of \$122.50 which covers the following costs:

- | | |
|--|-----------------|
| 1. Filing Fee for Articles of Incorporation | \$ 35.00 |
| 2. Certified Copy of Articles of Incorporation | \$ 52.50 |
| 3. Filing Fee for Registered Agent | \$ 35.00 |
| | <u>\$122.50</u> |

Should you have any questions or need further clarification regarding the above, please feel free to call this office collect.

If I can be of further assistance, please advise.

Very truly yours,

Donna D. Miles

Donna D. Miles
Legal Assistant to Lee W. Burke

/ddm

Encls.

cc: Freddie Schinz

B. REGISTER SEP 26 1996

FILED
96 SEP 25 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VILLAS AT CLUB CARIBE CORPORATION

FILED

96 SEP 25 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. Name. The name of this corporation (the "Corporation") shall be:

VILLAS AT CLUB CARIBE CORPORATION

2. Purpose. This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

3. Stock. The capital stock of this Corporation shall consist of Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. Term. This Corporation shall have a perpetual existence.

5. Address. The initial street address of the principal office of this Corporation is 1018 East Highway 98, Destin, Florida 32549, and Les W. Burke, 221 McKenzie Avenue, Panama City, Florida 32401, is hereby designated as resident agent for this Corporation.

6. Number of Directors. This Corporation shall initially have two (2) directors, but the By-Laws of this Corporation may provide for such increase in the number thereof as is authorized by law.

7. Directors. The name and street address of the first Board of Directors is as follows:

Name

Street Address

F. W. (Freddie) Schinz

1018 East Highway 98
Destin, FL 32549

Sharon M. Schinz

1018 East Highway 98
Destin, FL 32549

8. Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

Name

Street Address

Les W. Burke

221 McKenzie Avenue
Panama City, FL 32401

9. Officers. The officers of this Corporation shall be a President and Secretary and such other offices or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 23rd day of September, 1996, for the purpose of forming this corporation under the laws of the State of Florida; and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.


LES W. BURKE

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 23rd
day of September, 1996, by Les W. Burke who is personally known to
me.

My Commission Expires:

Ashley L. Pietro
Notary Public

ASHLEY L. PIETRO
Printed Name of Notary

Commission Number

(Notary Seal)
ASHLEY L. PIETRO
Notary Public - State of Florida
My Commission Expires Oct. 17, 1999
Commission No. CO 560733

FILED
96 SEP 25 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that VILLAS AT CLUB CARIBE CORPORATION desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Destin, County of Okaloosa, State of Florida, has named Les W. Burke, located at 221 McKenzie Avenue, 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 the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


LES W. BURKE

(Resident Agent)

FILED
96 SEP 25 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

896 0000 79794

WE ARE MOVING!

Our new address will be:

**1971 HIGHWAY 98 EAST
DESTIN, FL 32541**

This change includes the following companies:

TIFORP DEVELOPMENT CORPORATION

TIFORP CORPORATION

SILVER SHELLS CORPORATION

JADE EAST TOWERS DEVELOPERS

JADE EAST TOWERS INCORPORATED

WINDANCER CORPORATION

F.W. SCHINZ CONSTRUCTION

KRYSTLE SANDS CORPORATION

VILLAS @ CLUB CARIBE CORPORATION

KRYSTAL DUNES INCORPORATED

PARKWAY PAVILION INCORPORATED

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