

BENNETT, LOGUE & BENNETT

ATTORNEYS AT LAW
POST OFFICE BOX 2422
112 EAST THIRD COURT
PANAMA CITY, FLORIDA 32402

JULIAN BENNETT
DERRICK BENNETT

TELEPHONE
(904) 763-4671

DAYTON LOGUE, OF COUNSEL

TELECOPIER
(904) 784-3915

April 30, 1996

Certified Mail No. 219052765
Return Receipt Requested
Honorable Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/27/96--01017--018
****122.50 ****122.50

Re: Grand Lagoon Resort Management, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, the original Designation of Registered Agent, together with our filing fee check in the amount of \$122.50, for filing with your office on the above-referenced corporation. Please return a certified copy of the Articles to me upon filing.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to call me.

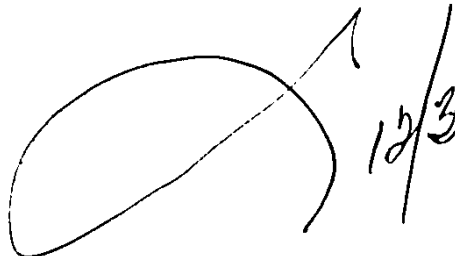
Yours truly,


Derrick Bennett

DB:kmw

Enclosures as stated.

FILED
96 NOV 26 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
GRAND LAGOON RESORT MANAGEMENT, INC.

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ARTICLE I - NAME

The name of this corporation is GRAND LAGOON RESORT MANAGEMENT, INC., hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue seven thousand shares (7,000) of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is 312 Thomas Drive, Panama City Beach, Florida, 32408, and the registered agent of the Corporation is Derrick Bennett whose address is 112 East Third Court, Panama City, Florida, 32401.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have two 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 names and addresses of the initial Directors of the Corporation are:

Larry K. Carroll
312 Thomas Drive
Panama City Beach, FL 32408

James R. Carroll
312 Thomas Drive
Panama City Beach, FL 32408

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Larry K. Carroll
312 Thomas Drive
Panama City Beach, FL 32408

James R. Carroll
312 Thomas Drive
Panama City Beach, FL 32408

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, or any former officer or director, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors, subject to any limitation by law. The Board of Directors shall adopt Bylaws for the Corporation, which may be modified, amended or altered as allowed under said Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation on ^{November} ~~October~~ 1, 1996.


Larry K. Carroll, Incorporator


James R. Carroll, Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared LARRY K. CARROLL and JAMES R. CARROLL, who are personally known to me and who are known to me to be the persons described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on ^{Nov.} ~~October~~ 1, 1996.


Notary Public:

My Commission Expires:

My Commission Number:



ALMA GLASS
My Commission CC807831
Expires Nov. 02, 1999

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that GRAND LAGOON RESORT MANAGEMENT, INC., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 312 Thomas Drive, Panama City Beach, Florida, 32408, has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 1 day of ~~October~~ ^{NOVEMBER}, 1996.


Larry K. Carroll, Incorporator


James R. Carroll, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Derrick Bennett, Registered Agent

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TALLAHASSEE FLORIDA