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Board Certified Real Estate Attorney

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9600099959

December 9, 1996

Florida Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

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-12/10/96--01006--018
****122.50 ****122.50

RE: DESTIN VENTURES, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the stamped copy to my attention at your earliest convenience. Payment in the amount of \$122.50 representing the filing fees is also enclosed.

Should you have any questions, please call my office at the above number.

Sincerely yours,

JFM
JAMES F. MILLER
JFM:npv

Enclosures

12/11

FILED
96 DEC -9 AM 11:38
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
DESTIN VENTURES, INC.**

96 DEC -9 AM 11:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this corporation is DESTIN VENTURES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have to issue is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1234 Airport Road,

Suite 214, Destin, FL 32541, and the name of the initial registered agent of this corporation at that address is Rick Olson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial board of directors of this corporation are:

Rick Olson 1234 Airport Road, Suite 214, Destin, FL 32541

ARTICLE VIII - INCORPORATORS

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

Rick Olson 1234 Airport Road, Suite 214, Destin, FL 32541

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

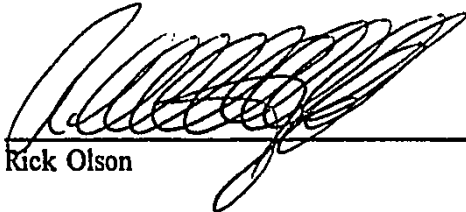
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

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

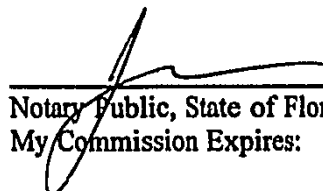
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 26th day of November 1996.


Rick Olson

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State
aforesaid and in the County aforesaid to take acknowledgments, appeared RICK OLSON to me
known to be the person(s) identified herein (personally known by me) or [who produced as
identification in the form of _____] and who executed the foregoing
instrument and he acknowledged before me that he executed the same and who [did] [did not] take
an oath.

WITNESS my hand and official seal in the County and State aforesaid this 26 day of
November, 1996.


Notary Public, State of Florida at Large
My Commission Expires:



JAMES F. MILLER
MY COMMISSION # 00454468 EXPIRES
July 20, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Type or Print Notary Name: James F. Miller

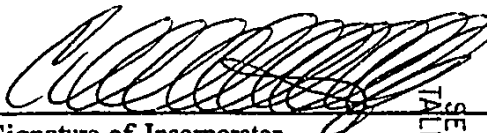
[Notary Seal]

STATE OF FLORIDA
DEPARTMENT OF STATE

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

DESTIN VENTURES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1234
AIRPORT ROAD, SUITE 214, DESTIN, FL 32541, HAS NAMED RICK OLSON AS
REGISTERED AGENT, LOCATED AT 1234 AIRPORT ROAD, SUITE 214, DESTIN, FL 32541,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Signature of Incorporator

Dated: 11/26/96

ACCEPTANCE

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE
CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
PERFORMANCE OF MY DUTIES.



Signature of Registered Agent

Dated: 11/26/96

FILED
96 DEC -9 AM 11:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA