

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

No 53809

RE: The Beachmark
Company

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED

97 APR 17 AM 10:25

TALLAHASSEE, FL 32301
DIVISION OF REVENUE
TALLAHASSEE, FL 32301

K.R. APR 17 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE 4-17-97

TIME 9:30

BY 25

CK No.

WALK-IN
Will Pick Up _____

11-2229-7 PONDERS INC., THOMASVILLE, GA.

P.C. FEE DISBURSED

Capital Express

Art. of Amend. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, _____ Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 16% per Annum.THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 17, 1997

CAPITAL CONNECTION, INC.
POST OFFICE BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: THE BENCHMARK COMPANY
Ref. Number: W97000008956

We have received your document for THE BENCHMARK COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 797A00019528

Corrected
Benchmark, Inc.
62 (cleaner)

97 APR 21 11 56 AM
95 5 17 12 00 PM
97 APR 21 11 56 AM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: BENCHMARK PROPERTIES, INC.
Ref. Number: W97000008956

We have received your document for BENCHMARK PROPERTIES, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 397A00021196

Corrected

RECEIVED
97 APR 28 PM 2:06

ARTICLES OF INCORPORATION
OF

Destin Investments, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is:

Destin Investments, Inc.

The principal and mailing address of the corporation is:

890 Highway 98 East
Destin, Florida 32541

ARTICLE II
PURPOSE

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
STOCK

The number of shares of common stock which the corporation shall have the authority to have outstanding at any one time shall be One Thousand (1000) shares. The shares shall have a par value of \$1.00 per share.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is as follows:

Dana C. Matthews, Esq.
607 Highway 98 East
Destin, Florida 32541

FILED
97 APR 17 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
4-15-97

ARTICLE V
INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Dana C. Matthews

607 Highway 98 East
Destin, Florida 32541

ARTICLE VI
EFFECTIVE DATE

These Articles of Incorporation for *Destin Investments, Inc.* shall be effective the 15th day of April, 1997.

ARTICLE VII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE VIII
INDEMNIFICATION

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

ARTICLE IX
INFORMAL ACTION OF DIRECTORS

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

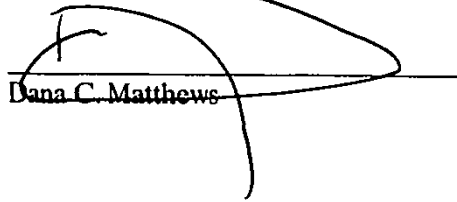
ARTICLE X
AMENDMENT OF ARTICLES

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

ARTICLE XI
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge we are filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 16th day of April, 1997.


Dana C. Matthews

STATE OF FLORIDA
COUNTY OF OKALOOSA

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, personally appeared Dana C. Matthews, personally known to me or who has produced _____ as identification, to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the county and state last aforesaid this 16th day of April, 1997.


NOTARY PUBLIC

My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as ~~initial~~ registered agent for this corporation.


Dana C. Matthews

97 APR 17 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED