

ATTORNEY AT LAW

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February 25, 1997

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*****70.00 *****70.00

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

Re: Articles of Incorporation of Red Sea Royalty, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation together with the Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is my firm check in the amount of \$70.00 representing the filing fee for same.

Thank you for your assistance in this regard. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,


KATHLEEN REYNOLDS

KR:gp
Enclosures
cc: Tom Young

Dmc
4/28/97

FILED
97 APR 28 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RED SEA ROYALTY, INC.

FILED

97 APR 28 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Red Sea Royalty, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

1120 Emerald Bay Drive
Destin, Florida 32541

The mailing address of this corporation shall be:

Post Office Box 6129
Destin, Florida 32540

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Thomas W. Young
1120 Emerald Bay Drive
Destin, Florida 32541

ARTICLE V - INCORPORATORS

The names and addresses of the persons signing these articles are:

Thomas W. Young
1120 Emerald Bay Drive
Destin, Florida 32541

Kathleen G. Johns
920 Bambi Drive
Destin, Florida 32541

ARTICLE VI - BY-LAWS

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 14th day of April, 1997.

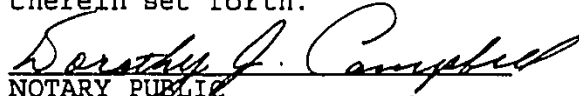

THOMAS W. YOUNG


KATHLEEN G. JOHNS

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 14th day of April, 1997 by THOMAS W. YOUNG, who is personally known to me or who has produced as identification and acknowledged and declared that he executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: Aug 27, 2000



Dorothy J Campbell
My Commission CC580637
Expires Aug. 27, 2000

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 14th
day of April, 1997 by KATHLEEN G. JOHNS, who is
personally known to me or who has produced _____
as identification and acknowledged and declared that he executed
the same for the uses and purposes therein set forth.

Dorothy J. Campbell
NOTARY PUBLIC
My Commission Expires: Aug 27, 2000



Dorothy J Campbell
My Commission CC580537
Expires Aug. 27, 2000

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: RED SEA ROYALTY, INC.
2. The name and address of the registered agent is:

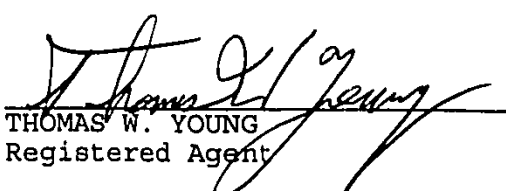
Thomas W. Young
1120 Emerald Bay Drive
Destin, Florida 32541

The address of the registered office is:

1120 Emerald Bay Drive
Destin, Florida 32541

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 14th day of April, 1997.


THOMAS W. YOUNG
Registered Agent

FILED
91 APR 28 PM 3:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE