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FT. WALTON BEACH, FLORIDA 32547-6711

C. LEDON ANCHORS
W. SCOTT FOSTER**
C. JEFFREY McINNIS
LAWRENCE KEEFE
HARMON O. MASSEY, JR.**

AREA CODE 904
TELEPHONE 863-4064
FAX 862-1138

*ALSO ADMITTED IN ALABAMA
**ALSO ADMITTED IN MISSISSIPPI

May 8, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002178788--4
-05/14/97--01107--004
****122.50 ****122.50

In Re: Premier Properties of Seagrove Beach, Inc.

Dear Sir,

Please find enclosed the following:

1. Articles of Incorporation of Premier Properties of Seagrove Beach, Inc.
2. Certificate of Designation of Registered Agent/Registered Office.
3. A check for \$122.50 which is made up as to \$35.00 filing fee, \$35.00 Certificate of Designation fee and \$52.50 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation for the above-referenced corporation and forward to us a certified copy of the Articles.

Sincerely,
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.

C. JEFFREY McINNIS

DMC
5/16/97

FILED
97 MAY 14 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

c.c. Brenda Lomax

ARTICLES OF INCORPORATION
OF
PREMIER PROPERTIES OF SEAGROVE BEACH, INC.

FILED
97 MAY 14 PM 4:09
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PREMIER PROPERTIES OF SEAGROVE BEACH, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 3657 E. County Highway 30A, Seagrove Beach, Florida 32454 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director 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. The name and address of the initial director of the Corporation is Brenda S. Lomax, 53 Yacht Club Drive, Fort Walton Beach, FL 32548.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles are as follows: C. Jeffrey McInnis, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE IX - BY-LAWS

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

ARTICLE X - SECTION 1244 STOCK

It is the intent of this charter that the Directors may sell the capital stock of the

Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986 as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 12th day of May, 1997.

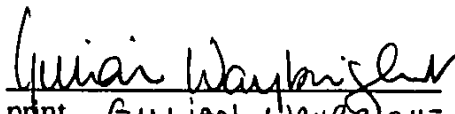

C. JEFFREY MCINNIS

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned authority, appeared C. Jeffrey McInnis, who is personally known to me and who acknowledged before me that he is the person who executed the foregoing articles of incorporation and that he made and subscribed the same for the purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of May, 1997.

NOTARY PUBLIC:


print GILLIAN WAYBRIGHT
State of Florida at Large (Seal)
My Commission Expires:



GILLIAN WAYBRIGHT
My Commission CC326058
Expires Oct. 28, 1997
Bonded by ANB
800-852-6878

FILED

CERTIFICATE OF DESIGNATION 97 MAY 14 PM 4:08
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **PREMIER PROPERTIES OF SEAGROVE BEACH, INC.**
2. The name and address of the registered agent and office is:

C. Jeffrey McInnis, Esq.
909 Mar Walt Drive
Suite 1014
Fort Walton Beach, FL 32547

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

C. Jeffrey McInnis

DATE: May 8, 1997