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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 576937 7131731

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
97 OCT 24 PM 12:12
TALLAHASSEE, FLORIDA

ORDER DATE : October 24, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 576937-005

CUSTOMER NO: 7131731

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CUSTOMER: Melissa Johnson, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
151 Regions Way, Suite 6a

Destin, FL 32541

DOMESTIC FILING

NAME: BUTLER PORPERTIES OF WEST
FLORIDA, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

RECEIVED
97 OCT 24 AM 11:33
DIVISION OF CORPORATION

SN OCT 24 1997

ARTICLES OF INCORPORATION
OF
BUTLER PROPERTIES OF WEST FLORIDA, INC.

FILED
97 OCT 24 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Albert B. Butler, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is ***BUTLER PROPERTIES OF WEST FLORIDA, INC.***

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1413 Highway 395, Santa Rosa Beach, Florida 32459.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of buying, selling, and developing real property and transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 1413 Highway 395, Santa Rosa Beach, Florida 32459, and the name of the initial registered agent of this corporation at that address is Albert B. Butler.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

**Albert B. Butler
1413 Highway 395
Santa Rosa Beach, Florida 32459**

**Van Ness R. Butler, Jr.
200 Banfill Road
Santa Rosa Beach, Florida 32459**

ARTICLE IX - INCORPORATOR

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

Albert B. Butler
1413 Highway 395
Santa Rosa Beach, Florida 32459

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 22ND day of October, 1997.

INCORPORATOR:

Albert B. Butler
ALBERT B. BUTLER

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of **BUTLER PROPERTIES OF WEST FLORIDA, INC.** Further, I am familiar with and accept the duties and obligations of such designation.

Albert B. Butler
ALBERT B. BUTLER

FILED
97 OCT 24 PM 12:00
TALLAHASSEE, FLORIDA