

P98 000000 816

EMERALD COAST TITLE

SERVICES, INC.

December 31, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Resort Development Corporation

500002388385--8
-01/02/98--01068--020
****122.50 ****122.50

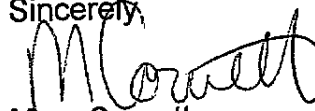
Dear Sir/Madam:

Please find enclosed herewith the following items:

- Check in the amount of \$122.50 representing filing fees
- Articles of Incorporation

Please file these items and forward a certified copy back to the below address as soon as possible.

Sincerely,


Mary Cornett
Closing Assistant

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

98 JAN -2 AM 8:57

FILED

ARTICLES OF INCORPORATION
OF
RESORT DEVELOPMENT CORPORATION

FILED
98 JAN -2 AM 8:57
Sec. of STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. Name. The name of this corporation (the "Corporation") shall be:

RESORT DEVELOPMENT CORPORATION

2. Purpose. This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

3. Stock. The capital stock of this Corporation shall consist of Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. Term. This Corporation shall have a perpetual existence.

5. Address. The initial street address of the principal office of this Corporation is 151 Regions Way, Building 1, Suite A, Destin, Florida 32541, and A. Delys Dearmon, 151 Regions Way, Building 1, Suite A, Destin, Florida 32541, is hereby designated as resident agent for this Corporation.

6. Existence. The date when the corporate existence of this Corporation shall be at the time of subscription and acknowledgment of these Articles of Incorporation.

7. Number of Directors. This corporation shall initially have one (1) director, but the By-Laws of this Corporation may

provide for such increase in the number thereof as is authorized by law.

8. Director. The name and street address of the first Board of Directors is as follows:

<u>Name</u>	<u>Street Address</u>
Charles A. Webb, III	P.O. Box 805 Destin, FL 32540

9. Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Charles A. Webb, III	P.O. Box 805 Destin, FL 32540

10. Officers. The officers of this Corporation shall be a President and Secretary and such other offices or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 29th day of December, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

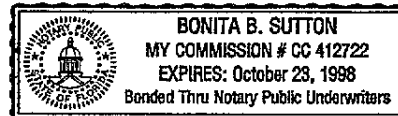

Charles A. Webb, III

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 29th
day of December, 1997, by Charles A. Webb, III, who is
personally known to me.

Bonita B Sutton
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that Resort Development Corporation desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Destin, County of Okaloosa, State of Florida, has named A. Delys Dearmon, 151 Regions Way, Building 1, Suite A, County of Okaloosa, State of Florida, as its agent to accept service of process within this State

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


A. Delys Dearmon
(Resident Agent)

FILED
98 JAN -2 AM 8:57
TALLAHASSEE, FLORIDA