

P98000008181



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 679551 7143723

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 23, 1998

ORDER TIME : 11:57 AM

ORDER NO. : 679551-005

CUSTOMER NO: 7143723

CUSTOMER: Peggi Jeffcoat, Legal Asst.
VINCE BRUNER & ASSOCIATES

110 Eglin Parkway, S.e.

Fort Walton Bea, FL 32548

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-01/23/98--01059--035

****122.50 ****122.50

DOMESTIC FILING

NAME: R&R VACATION RENTAL PROPERTIES
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

2552
W98-1671

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 11:31

RECEIVED
98 JAN 21 PM 1:26
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 11:31

January 23, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: R & R VACATION RENTAL PROPERTIES, INC.
Ref. Number: W98000001671

We have received your document for R & R VACATION RENTAL PROPERTIES, INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00003986

RESUBMIT

Please give original
submission date as file date.

DIVISION OF CORPORATION

98 JAN 27 AM 10:49

RECEIVED

EFFECTIVE DATE

01/22/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 11:31

ARTICLES OF INCORPORATION

OF

R & R VACATION RENTAL PROPERTIES, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is R & R Vacation Rental Properties, Inc.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital

The corporation is authorized to issue 1000 shares of (\$10.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not

less than the par value of the shares issued therefore, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successor who shall be chosen at the first meeting of the stockholders, have qualified shall be:

Name

Address

Vincent M. Bruner

110 Eglin Parkway, SE., Ft. Walton Beach, FL 32548

ARTICLE VI - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE VIII - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE IX - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

Name

Address

Vincent M. Bruner

110 Eglin Parkway, SE., Ft. Walton Beach, FL 32548

ARTICLE X - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 110 Eglin Parkway, SE., Ft. Walton Beach, FL 32548.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes

these articles of incorporation this 22nd day of Jan, 1998.

 (SEAL)
Incorporator/Registered Agent

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Vincent M. Bruner, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 22nd day of January 1998, at Okaloosa County, Florida.

BECKY L. PRIEST
"Notary Public-State of FL"
Comm. Exp. Sept. 11, 1999
Comm. No. CC 494878

 (SEAL)
Notary Public
State of Florida at Large
My Commission Expires:

TO: THE SECRETARY OF STATE OF
THE STATE OF FLORIDA


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 11:31

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That R & R VACATION RENTAL PROPERTIES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in Articles of Incorporation at 110 Eglin Parkway, S.E., Ft. Walton Beach, FL 32548, has named Vincent M. Bruner at that address as its agent to accept service of process with the State of Florida.

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


REGISTERED AGENT
Dated 1/23/98