

MARK D. DAVIS

Attorney at Law

The Professional Building

694 Baldwin Avenue

Suite 3

DeFuniak Springs, Florida 32433

Phone (850) 892-5838

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March 11, 1998

The Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Fl. 32311

Re: **DESTIN BUYER'S REALTY, INC.**

Enclosed is an original and one copy of the Amended Articles of Incorporation and Certificate. Also, enclosed is a check for \$131.50 for filing of the articles.

Please provide a certificate of status, and a certified copy of these articles.

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-03/19/98--01037--013
****131.50 ****131.50

Regards,

Mark D. Davis

Attorney at Law

694 Baldwin Ave., Suite 3

DeFuniak Springs, Fl. 32433

(850) 892-5838

MDD.sjd

Enclosures

FILED
98 MAR 19 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Just want to
file 1st time

Secretary GAVE
AUTHORIZATION BY PHONE TO
CORRECT Certificate
DATE 3/20/98
DOC. EXAM T.A.

T.A. - 3/20/98

**ARTICLES OF INCORPORATION OF
DESTIN BUYER'S REALTY, INC.**

The undersigned, acting as incorporators of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE
NAME**

The name of the corporation is DESTIN BUYER'S REALTY, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The purpose or purposes for which this corporation is organized is:

- (1) To engage in any necessary and lawful business activity allowed by law.

**ARTICLE FOUR
TAX ORGANIZATION**

The Shareholders hereby elect to form a Subchapter S corporation as defined by the United States Code.

**ARTICLE FIVE
CAPITALIZATION**

The number of share of stock that this place corporation is to have outstanding at any one time is one hundred (100) and shall have no par value.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361 (c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 694 Baldwin Avenue, Suite 3, DeFuniak Springs, Florida 32433; and the name of its initial registered agent at such address, is MARK D. DAVIS.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is one. The names and addresses of each person who is to serve as a member of the initial board of directors are:

JULIAN ROY GODWIN
POST OFFICE BOX 504
DESTIN, FLORIDA 32540

**ARTICLE EIGHT
INCORPORATOR**

The name and address of each incorporator is:

JULIAN ROY GODWIN
POST OFFICE BOX 504
DESTIN, FLORIDA 32540

**ARTICLES NINE
OFFICERS**

The name and address of each officer is:

JULIAN ROY GODWIN
POST OFFICE BOX 504
DESTIN, FLORIDA 32540

President/Treasurer
Secretary

**ARTICLE TEN
SHARES**

The number of shares of stock as described in articles five above shall be distributed as follows:

NAME:

SHARES:

JULIAN ROY GODWIN
POST OFFICE BOX 504
DESTIN, FLORIDA 32540

100

**ARTICLE ELEVEN
PRINCIPAL OFFICE**


The principal place of business of this corporation is 305 Cypress Street, Destin, Florida 32541, and the mailing address of this corporation is Post Office Box 504, Destin, Florida 32540.

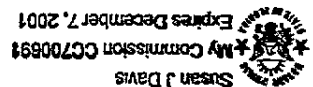
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 3 day of March, 1998.


JULIAN ROY GODWIN

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing was acknowledged before me this 3 day of March, 1998, by JULIAN ROY GODWIN, who is personally known to me or who produced _____ identification and who did not take an oath.


Notary Public (Susan J. DAVIS)
My Commission Expires:



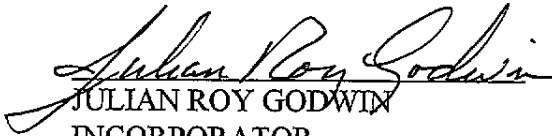
To: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.325 of the Florida General Corporation Act, the following is submitted:

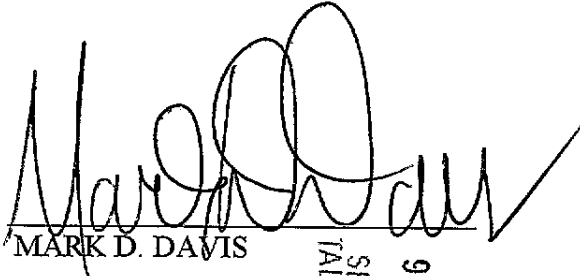
DESTIN BUYER'S REALTY, INC., with its place of business at 305 Cypress Street, Destin, Florida 32541, and its mailing address at Post Office Box 504, Destin, Florida 32540 has named Mark D. Davis, located at 694 Baldwin Avenue, Suite 3, DeFuniak Springs, Florida, 32433 as its agent to accept service of process within Florida.

Dated 3 day of March, 1998.


JULIAN ROY GODWIN
INCORPORATOR

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated ____ day of March, 1998.


MARK D. DAVIS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA