

P980000041950

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

ALAN B. BOOKMAN
T.A. BOROWSKI, JR.
GERALD L. BROWN
A.G. CONDON, JR.
ERICK M. DRICKA
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
KRAMER A. LITVAK
WM. DOUGLAS MARSH

POST OFFICE DRAWER 1271
PENSACOLA, FLORIDA 32596

TOLL FREE 1-800-433-6581
<http://www.esclaw.com>

GERALD MCKENZIE
JOHN W. MONROE, JR.
JOHN A. PANYKO
WANDA WOODALL RADCLIFFE
JILL K. SATTERWHITE
ALAN C. SHEPPARD
CRYSTAL COLLINS SPENCER
WARREN R. TODD

May 4, 1998

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

200002512892--5
-05/06/98--01032--004
****122.50 ****122.50

Re: LodgeSouth Destin, Inc. - Incorporation

Ladies/Gentlemen:

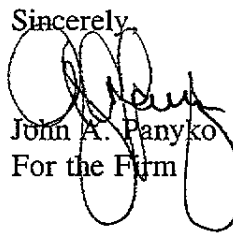
Enclosed please find the executed original and one copy of the Articles of Incorporation for LodgeSouth Destin, Inc.

Also enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,


John A. Panyko
For the Firm

FILED
98 MAY -6 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

F:\USERS\TAX\LodgeSouth Destin\STATE.LTR

9N5-8-98

**ARTICLES OF INCORPORATION
OF
LODGESOUTH DESTIN, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is LODGESOUTH DESTIN, INC., and its principal office is located at 127 S. Alcaniz St., Pensacola, FL 32501, and its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of filing of the Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

FILED
98 MAY -6 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

PREEMPTIVE RIGHTS

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

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is Emmanuel, Sheppard & Condon, 30 South Spring Street, Pensacola, FL 32501 and the name of this corporation's initial registered agent is JOHN A. PANYKO, ESQ.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is JOHN A. PANYKO, ESQ., Emmanuel, Sheppard & Condon, 30 South Spring St., Pensacola, FL 32501.

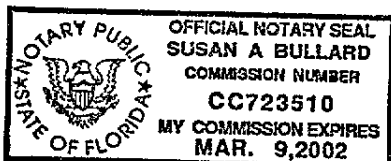
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4TH day of May, 1998

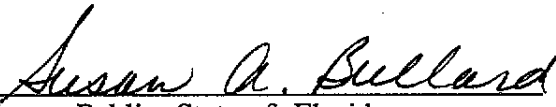


JOHN A. PANYKO, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 4TH day of May, 1998, by JOHN A. PANYKO, who personally appeared before me and who is personally known to me.



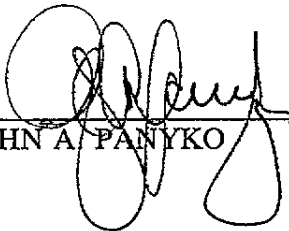


Notary Public, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOHN A. PANYKO, am familiar with and hereby accept the appointment as Registered Agent for LODGESOUTH DESTIN, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 4TH day of May, 1998.



JOHN A. PANYKO

FILED
98 MAY -6 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F:\USERS\TAX\LodgeSouth Destin\Articles