

ARTICLES OF INCORPORATION

OF

SMOOTH SAILING OF DESTIN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 25 AM 7:58

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, effective on the date of filing.

ARTICLE I - NAME
The name of this corporation is SMOOTH SAILING OF DESTIN, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the day of filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 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 the initial registered office of this corporation is 416 LEE LANE, DESTIN, FL 32541, and the name of the initial registered agent of this corporation at that address is KATIE CARROLL. The mailing address is P.O. BOX 1394, DESTIN, FL 32540.

ARTICLE XI - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite their respective names:

RONNIE SKINNER 50 Shares

KATIE CARROLL 50 Shares

ARTICLE XII - INDEMNIFICATION


This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIV - RESTRICTION OR TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in ARTICLE XI. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

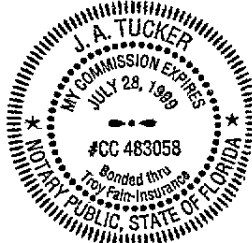



RONNIE SKINNER

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, did personally appear, RONNIE SKINNER, to me known to be the person who executed the foregoing ARTICLE OF INCORPORATION and he acknowledged before me that he executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12TH day of JUNE, 1998.





Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been duly designated as registered agent for the herein corporation, I hereby accept such designation and agree to act in such capacity.

Katie Carroll

KATIE CARROLL
416 LEE LANE
DESTIN, FL 32541

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, did personally appear KATIE CARROLL, who acknowledged that she executed the foregoing ACCEPTANCE for the purpose stated herein.

WITNESS my hand and official seal this 12TH day of JUNE, 1998.



[Signature]

Notary Public

Prepared by: KATIE CARROLL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 25 AM 7:58