

P 9 8 0 0 0 0 6 4 0 2 3

PEEK & WENTZ

Attorneys at Law
222 Government Street, Suite D
Niceville, Florida 32578

SAMUEL M. PEEK
AARON B. WENTZ

Telephone : (850)678-1178
Fax : (850)678-8815

July 16, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 JUL 20 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for Blueprints of Destin, Inc. along with my filing fee of \$70.00. Please file and forward confirmation back to me. I am,

Sincerely Yours,



SAMUEL M. PEEK

SMP:pc
Enclosures

100002592901--8
-07/20/98--01056--001
*****70.00 *****70.00

F. CHESSEB JUL 21 1998

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

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

FILED
98 JUL 20 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is BLUEPRINTS OF DESTIN, INC., INC.

ARTICLE II - DURATION

The duration of the Corporation is for an indefinite period of time (i.e. perpetual).

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are:

1. To run a blueprint service and supply business.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCKS

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

**ARTICLE V - PRINCIPLE OFFICE AND MAILING ADDRESS,
INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial registered office of this Corporation is 225 Main Street, Suite 4, Destin, Florida 32541. The initial registered agent shall be ROBERT S. BACON, 225 Main Street, Suite 4, Destin, Florida 32541. The principle office and mailing address for the Corporation is 225 Main Street, Suite 4, Destin, Florida 32541.

ARTICLE VI -INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1) . The name and address of each person who is to serve as a member of the initial Board of Directors is:

JENNIFER S. BACON 225 Main Street, Suite 4, Destin, Florida 32541

ROBERT S. BACON 225 Main Street, Suite 4, Destin, Florida 32541

ARTICLE VII - INCORPORATORS

Name and address of each Incorporator is:

JENNIFER S. BACON 225 Main Street, Suite 4, Destin, Florida 32541

ROBERT S. BACON 225 Main Street, Suite 4, Destin, Florida 32541

ARTICLE VIII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX - 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 or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, in such manner that they will

own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XI - STOCK ISSUANCE

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

JENNIFER S. BACON	100 Shares
ROBERT S. BACON	100 Shares

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

ARTICLE XIII - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

ARTICLE XVI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by vote of at least fifty-one percent (51%) of the stock entitled to vote thereon. Any action of the shareholders taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting filed with the Secretary of the Corporation as part of the Corporate Records.

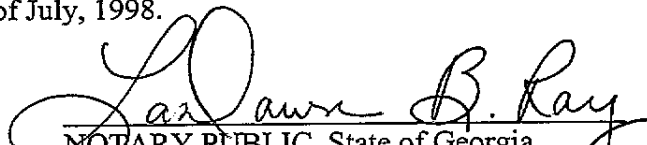
IN WITNESS WHEREOF, We, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hand and seal this 15th day of July, 1998, for the purpose of forming this Corporation to do business both within and without the State of Florida, County of Okaloosa and pursuant to the Corporation Laws of the State of Georgia, do make and file in the office of the Secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.


JENNIFER S. BACON

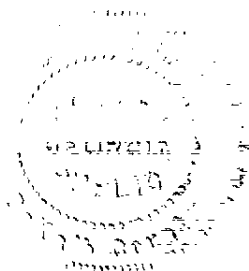

ROBERT S. BACON

STATE OF GEORGIA
COUNTY OF DeKalb

BEFORE ME, the undersigned authority, personally appeared JENNIFER S. BACON and ROBERT S. BACON, who are personally known to me or who provided G.A. DL + FLA DL as identification and under oath acknowledged that they executed the foregoing Articles of Incorporation for the purposes set forth therein on the 15 day of July, 1998.


NOTARY PUBLIC, State of Georgia
My Commission Expires:

Notary Public, DeKalb County, Georgia
My Commission Expires April 23, 2001



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act,

That BLUEPRINTS OF DESTIN, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Destin, County of Okaloosa, State of Florida, has named ROBERT S. BACON 225 Main Street, Suite 4, Destin, Florida 32541, as the agent for Service of Process within the State of Florida.

Having been named to accept Service of Process of 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 office.

BY: 
ROBERT S. BACON

FILED
98 JUL 20 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA