

999000021726



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 160931 7131731

AUTHORIZATION :

Patricia P.

COST LIMIT : \$ 78.75

ORDER DATE : March 8, 1999

ORDER TIME : 3:58 PM

ORDER NO. : 160931-005

CUSTOMER NO: 7131731

CUSTOMER: Melissa Johnson, Esq
CLARK PARTINGTON HART LARRY
CLARK PARTINGTON HART LARRY
151 Regions Way, Suite 6a

900002798709--9

Destin, FL 32541

DOMESTIC FILING

NAME: SOUTHERN SHORES REALTY, 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: Robert Maxwell

EXAMINER'S INITIALS:

9/29/99

RECEIVED
99 MAR -8 PM 4:41
DIVISION OF CORPORATION

FILED
99 MAR -8 PM 1:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
SOUTHERN SHORES REALTY, INC.,**
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 PM 1:05

The undersigned incorporator, H. CLARK WEST, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **SOUTHERN SHORES REALTY, INC.**, a Florida corporation.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 5365 County Highway 30-A, East, Suite 106, Santa Rosa Beach, Florida 32459.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 5365 County Highway 30-A, East, Suite 106, Santa Rosa Beach, Florida 32459, and the name of the initial registered agent of this corporation at that address is H. CLARK WEST.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

H. Clark West
3153 Club Drive
Destin, Florida 32541

G. Elliott Mitchell
3153 Club Drive
Destin, Florida 32541

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is: H. CLARK WEST, 3153 Club Drive, Destin, Florida 32541.

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

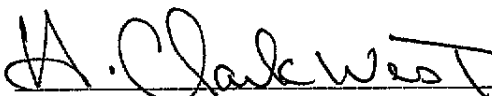
The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 3rd day of March, 1999.

INCORPORATOR:

 (SEAL)
H. CLARK WEST

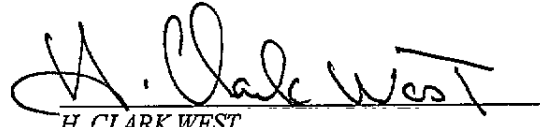
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -8 PM 1:05

ACCEPTANCE BY REGISTERED AGENT

*I DO HEREBY accept the foregoing designation as registered agent of SOUTHERN SHORES REALTY, INC.
Further, I am familiar with and accept the duties and obligations of such designation.*

 (SEAL)
H. CLARK WEST