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(1924 - 1993)

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June 28, 1999

Reply to: Destin

Florida Department of State
Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, FL 32314

RE: Villa Nova Properties, Inc.

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for Villa Nova Properties, Inc., together with the acceptance of James J. Foster as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the costs of incorporation. Feel free to call me if you have any questions.

Sincerely,


James C. Barth

JCB: cab

Enclosures

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*****78.75 *****78.75

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99 JUN 29 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 JUN 29 PM 12:33
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MAIL-OUT
6/29/99

ARTICLES OF INCORPORATION
OF
VILLA NOVA PROPERTIES, 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

The name of the corporation is Villa Nova Properties, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in real estate investments and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have authority to issue One Thousand (1,000) shares of common stock, all of one class, One Dollar (\$1.00) par value.

ARTICLE V

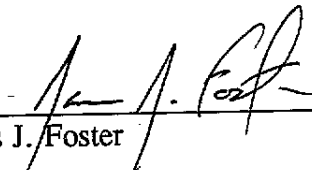
The address of its principal office is 160 Myrtle Drive, Santa Rosa Beach, Florida 32459.

ARTICLE VI

The address of its initial Registered Office is 30 South Shore Drive, Destin, Florida 32541, and the name of its initial Registered Agent at said address is James J. Foster.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.


James J. Foster

ARTICLE VII

The number of directors constituting its initial Board of Directors is two, whose names and addresses are:

Teresa Baum

160 Myrtle Drive
Santa Rosa Beach, FL 32459

Thomas Draper

325 Beachside Drive
Panama City Beach, FL 32413


ARTICLE VIII

The name and address of the incorporator is:

Teresa Baum

160 Myrtle Drive
Santa Rosa Beach, FL 32459

The undersigned incorporator has executed these Articles of Incorporation this 28 day
of June, 1999.


Teresa Baum
Incorporator