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David L. Petersen's Direct Line:
(941) 434-4959

July 1, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-07/06/99--01077--015
*****78.75 *****78.75

Re: *Blue Mountain Beach Resort, Inc.*

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for filing with the State regarding the above-referenced corporation, together with a check in the amount of \$78.75 for the filing fee. Please provide me with a certified copy of the Articles of Incorporation in the enclosed envelope. Thank you for your assistance in this matter.

Very truly yours,

Quarles & Brady LLP



David L. Petersen

DLP/jmk

Enclosures

cc: W. Donald Rutland (w/encls.)

FILED
1999 JUL -6 PM 3:05
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BLUE MOUNTAIN BEACH RESORT, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Blue Mountain Beach Resort, Inc.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV

Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V

Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the By-Laws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of its initial registered agent at such address is Naples-Lawdock, Inc.

ARTICLE VIII
Incorporator

The name and address of the incorporator is David L. Petersen, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IX
Principal Office

The principal office of the corporation is located at 35008 Emerald Coast Parkway, Suite 400, Destin, Florida 32541.

Executed this 1 day of July, 1999.


David L. Petersen, Incorporator

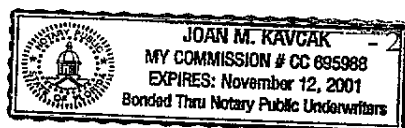
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 1st day of July, 1999, by David L. Petersen who is personally known to me


NOTARY PUBLIC (SEAL)
Joan M. Kavcak

My Commission Expires:

QBNAP187122.1



CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND
REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and Section 607.0501(3) of the Florida
Business Corporation Act, the following is submitted:

1. That Blue Mountain Beach Resort, Inc., desiring to organize under the laws of the State of
Florida, has named Naples-Lawdock, Inc., located at 4501 Tamiami Trail North, Suite 300, Naples,
Florida 34103, as its agent to accept service of process within Florida.

Dated: July 1, 1999

David L. Petersen
David L. Petersen, Incorporator

2. That, having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity; I am familiar with and
accept the obligations of §607.0505 of the Florida Business Corporation Act and further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

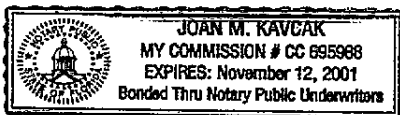
Dated: July 1, 1999

NAPLES-LAWDOCK, INC.
By Leo J. Salvatori
Vice President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 1st day of
July, 1999, by Leo J. Salvatori who is personally known to me.

My Commission Expires:



Joan M. Kavcak
NOTARY PUBLIC (SEAL)
Joan M. Kavcak

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