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PEEK & WENTZ Attorneys at Law

222 Government Street, Suite D
Niceville, Florida 32578

Telephone : (850) 678-1178
Fax : (850) 678-8815
E-mail : AirUDLaw@aol.com
Web Site : www.peakwentz.com

SAMUEL M. PEEK
Attorney at Law

September 17, 1999

General Practice
Wills and Probate
Estate Planning
Living Trusts
Business Law
Real Estate
Business Closings
Personal Injury
Guardianship
Sports Law
Licensed Sports Agent
Certified Contract Advisor
National Football League

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

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-09/20/99-01100-016
*****70.00 *****70.00

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation. I have enclosed the \$70.00 filing fee. I am,

AARON B. WENTZ
Attorney at Law

General Practice
Criminal Practice
Bankruptcy Law
Personal Injury
Marital and Family Law
Wills and Probate
Guardianship
Sports Law
Licensed Sports Agent
Certified Contract Advisor
National Football League

Sincerely Yours,

SAMUEL M. PEEK

SMP/bst
Enclosure

AFFILIATIONS

The Florida Bar
Okaloosa-Walton County
Bar Association
Federal Bar of the Northern
District Of Florida
American Trial Lawyers
Association
American Bar Association
Florida Bar Speakers Bureau
Okaloosa-Walton Counties
Legal Aid Society
Business Law Instructors
University of West Florida

FILED
1999 SEP 20 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/23

**ARTICLES OF INCORPORATION
OF
RESORT FURNITURE HOLDING COMPANY, INC.**

FILED
1999 SEP 20 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the Corporation is RESORT FURNITURE HOLDING COMPANY, 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 perform furniture leasing services.
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 Ten Thousand (10,000) 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 12273 W. Hwy 98, Holiday Plaza, Unit 103, Destin, Florida 32541. The initial registered agent shall be RICHARD L. PHILSON, 12273 W. Hwy 98, Holiday Plaza, Unit 103, Destin, Florida 32541. The principle office and mailing address for the Corporation is 12273 W. Hwy 98, Holiday Plaza, Unit 103, Destin, Florida 32541.

ARTICLE VI -INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is FIVE (5) . The name and address of each person who is to serve as a member of the initial Board of Directors is:

CHRISTINE R. TAYLOR	374 S. Shore Dr. Destin, Fl. 32541
MICHAEL H. TAYLOR	374 S. Shore Dr. Destin, Fl. 32541
THOMAS C. HAADSMA	88 Antilles Cove Destin, FL 32541
HUMBERT E. COLLINS	4503 Sawgrass Way Destin, Fl. 32541
RICHARD L. PHILSON	4378 Old Bayou Trail Destin, Fl. 32541

ARTICLE VII - INCORPORATORS

Name and address of each Incorporator is:

CHRISTINE R. TAYLOR	374 S. Shore Dr. Destin, FL 32541
HUMBERT E. COLLINS	4503 Sawgrass Way Destin, FL 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:

CHRISTINE R. TAYLOR and MICHAEL H. TAYLOR, as joint tenants with rights of survivorship	510 Shares
HUMBERT E. COLLINS and SHERRY MILLER COLLINS, as joint tenants with rights of survivorship	350 shares
THOMAS C. HAADSMA and ATSUMI HAADSMA, as joint tenants with rights of survivorship	90 shares
RICHARD L. PHILSON and WANDA PHILSON, as joint tenants with rights of survivorship	50 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 seventy-five percent (75%) 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.

ARTICLE XVIII- SHAREHOLDER'S AGREEMENT

All of the issued and outstanding shares of the Corporation shall be made subject to restrictions set out in the Shareholder's Agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the Secretary of the Corporation and shall be subject to inspection by stockholders of record and bonified creditors of the Corporation at reasonable times during business hours. Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend:

"These shares are held subject to a certain Shareholder's Agreement imposed by the Articles of Incorporation of the Corporation and by a Shareholder's Agreement. A copy of such articles and the Shareholder's Agreement are on file at the principal office of the Corporation."

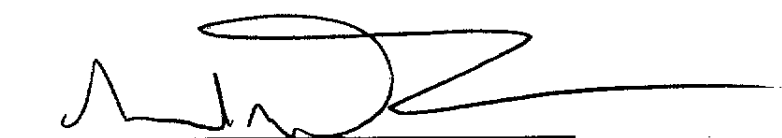
IN WITNESS WHEREOF, We, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hand and seal this 16th day of September, 1999, for the purpose of forming this Corporation to do business both within and without the State of Florida and pursuant to the Corporation Laws of the State of Florida, 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.

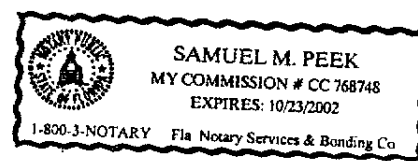

CHRISTINE R. TAYLOR


HUMBERT E. COLLINS

**STATE OF FLORIDA
COUNTY OF OKALOOSA**

BEFORE ME, the undersigned authority, personally appeared HUMBERT E. COLLINS, who is personally known to me or who provided Florida
Drivers License as identification and under oath acknowledged that he executed the foregoing Articles of Incorporation for the purposes set forth therein on the 16th day of September, 1999.


NOTARY PUBLIC, State of Florida
My Commission Expires:



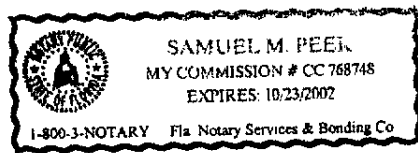
FILED


1999 SEP 20 AM 11: 17

STATE OF FLORIDA
COUNTY OF OKALOOSA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared CHRISTINE R. TAYLOR, who is personally known to me or who provided Florida Drivers License as identification and under oath acknowledged that she executed the foregoing Articles of Incorporation for the purposes set forth therein on the 16th day of September, 1999.




NOTARY PUBLIC, State of Florida
My Commission Expires:

**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,

RESORT FURNITURE HOLDING COMPANY, 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 Walton, State of Florida, have named RICHARD L. PHILSON of 12273 W. Hwy 98, Holiday Plaza, Unit 103, 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: 
RICHARD L. PHILSON