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RISH, GIBSON & SCHOLZ, P.A.
ATTORNEYS AT LAW
206 E. FOURTH STREET
POST OFFICE BOX 39
PORT ST. JOE, FLORIDA 32457

WILLIAM J. RISH
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TELEPHONE (850) 229-8211
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October 6, 1999

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-10/20/99-01036-016
****122.50 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

Re: Thompson - Rish Vacation Properties, Inc.

Dear Sir or Madam:

I have enclosed the original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and the cost of receiving a certified copy of the Articles of Incorporation. Please forward your certificate of incorporation and certified copy to me as soon as possible.

Thank you for your assistance in this matter.

Sincerely,


Thomas S. Gibson

TSG/pwr

Enclosure: as stated

FILED
1999 OCT 20 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell OCT 22 1999

FILED

1999 OCT 20 PM 12: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THOMPSON - RISH VACATION PROPERTIES, INC.

THE UNDERSIGNED, for the purpose of forming a for profit corporation under Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is *THOMPSON - RISH VACATION PROPERTIES, INC.*, hereinafter referred to as the "Corporation." The principal office of the Corporation shall be 2010 Highway C-30, Port St. Joe, Florida, 32456.

ARTICLE II

DURATION

The duration of the Corporation is perpetual. Corporate existence shall commence upon the proper filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in real estate sales or purchases and property management and any other purpose authorized by Chapter 607, Florida Statutes.

ARTICLE IV

SHARES OF STOCK

The aggregate number of shares which the Corporation is authorized to issue is seven hundred

fifty (750). Such shares shall be of a single class consisting of common, voting stock and shall be of One and no/100 (\$1.00) Dollar par value.

ARTICLE V

REGISTERED AGENT

The initial registered agent for this corporation is THOMAS S. GIBSON, Attorney, and the initial registered office is located at 206 East Fourth Street, Port St. Joe, Florida, 32456.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two

(2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

William J. Rish, Jr.
2010 Monument Avenue
Port St. Joe, FL 32456

Heather T. Rish
2010 Monument Avenue
Port St. Joe, FL 32456

The number of directors shall be fixed by the Bylaws and may be changed from time to time, but shall never be less than one nor more than five (5).

ARTICLE VII

OFFICERS

The number of officers constituting the initial officers of the Corporation is two (2). The name and address of each person who is to serve as an initial officer is:

William J. Rish, Jr.
President
2010 Monument Avenue
Port St. Joe, FL 32456

Heather T. Rish
Vice President and Secretary/Treasurer
2010 Monument Avenue
Port St. Joe, FL 32456

The number of officers for the Corporation shall be fixed by the Bylaws and may be changed from time to time.

ARTICLE VIII

BYLAWS

The Board of Directors shall have the authority to adopt, alter or amend the Bylaws for the Corporation by a majority vote at any directors' meeting.

ARTICLE IX

INCORPORATOR

The names and address of the incorporator is as follows:

William J. Rish, Jr.
2010 Monument Avenue
Port St. Joe, FL 32456

DATED this 6 day of October, 1999

THOMPSON - RISH VACATION PROPERTIES, INC.

By: _____

William J. Rish, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF GULF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM J. RISH, JR. as Incorporator of THOMPSON - RISH VACATION PROPERTIES, INC., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person: Personally known

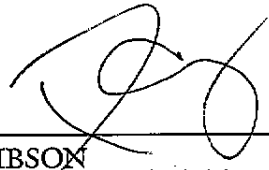
Witness my hand and official seal in the County and State last aforesaid this 6 day of October, 1999.



Peggy W. Raffield
Notary Public, State of Florida
My Commission Expires: 8/15/2003

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



THOMAS S. GIBSON
RISH, GIBSON & SCHOLZ, P.A.
206 EAST FOURTH ST
P. O. BOX 39
PORT ST. JOE, FL 32457
(850) 229-8211
FLORIDA BAR NO. 0350583

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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