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October 8, 1999

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

99 OCT 22 AM 7:49

FILED

Department of State
 Division of Corporations
 Post Office Box 6327
 Tallahassee, Florida 32314

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 -10/22/99-01024-008
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Re: Recording of Articles of Incorporation of Grande Harbour, Inc.

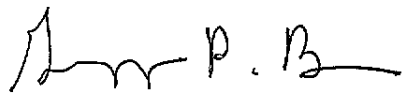
Dear Sir/Madam:

Enclosed please find the original and two copies of the Articles of Incorporation of Grande Harbour, Inc. which I ask that you kindly file. I am enclosing a check in the amount of \$78.75 made payable to the "Department of State" for filing fees and a certified copy.

Also enclosed is a Certificate of Designation of Registered Agent and Registered Office.

If you have any questions or need additional information, please give me a call.

Yours very truly,


 Gregory P. Bru

GPB/dd
 Enclosure

W99-24348
 R. VARNADORE OCT 22 1999

STATE OF FLORIDA)
COUNTY OF ESCAMBIA)

FILED
99 OCT 22 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GRANDE HARBOUR, INC.

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is **Grande Harbour, Inc.** (the "Corporation").

ARTICLE II
DURATION

The period of existence of the Corporation shall be perpetual, unless hereafter lawfully dissolved.

ARTICLE III
PURPOSE AND POWERS

The purposes for which the Corporation is organized, and the powers which it shall have, are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, including, without limitation, real-estate development.

ARTICLE IV
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 14110 Perdido Key Drive, Suite N-2A, Pensacola, Florida 32507.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Corporation is 14110 Perdido Key Drive, Suite N-2A, Pensacola, Florida 32507 and the name of the initial registered agent at such address is David Lance Clements.

ARTICLE VI
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of one class of common stock, \$.01 par value per share. The Corporation's board of directors may determine, in whole or in part, the preferences, limitations, and relative rights of one or more series within a class before the issuance of any shares of that series.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is two. The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Lance Clements	14110 Perdido Key Drive, Suite N-2A Pensacola, Florida 32507
Ralph E. Pinson	1703 Gulf Shores Parkway Post Office Box 1276 Gulf Shores, Alabama 36547

ARTICLE VIII

NO PREEMPTIVE RIGHTS

No shareholder of the Corporation shall have preemptive rights.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is Ralph E. Pinson, 1703 Gulf Shores Parkway
Post Office Box 1276, Gulf Shores, Alabama 36547.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of
incorporation this 10th day of October, 1999.

Ralph E. Pinson
Ralph E. Pinson

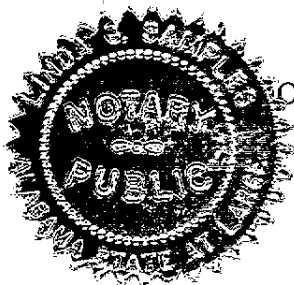
STATE OF ALABAMA)

COUNTY OF MOBILE)

I, the undersigned authority in and for said County in said State, hereby certify that Ralph E. Pinson, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily on the date the same bears date.

Given under my hand and seal this the 10th day of October, 1999.

Linda G. Samples
NOTARY PUBLIC



[NOTARIAL SEAL]

My Commission Expires: 2/13/2002

This Instrument Prepared By:

Gregory P. Bru

ARMBRECHT, JACKSON, DeMOUY,
CROWE, HOLMES & REEVES, L.L.C.

Post Office Box 290

Mobile, Alabama 36601

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF
GRANDE HARBOUR, INC.**

FILED
99 OCT 22 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered agent and registered office in Florida.

1. The name of the corporation is **Grande Harbour, Inc.**
2. The address of the registered office is 14110 Perdido Key Drive, Suite N-2A, Pensacola, Florida 32507.
3. The name of the registered agent at the office is David Lance Clements.

Dated: 10.14.99

GRANDE HARBOUR, INC.


By: 

Print Name: David Lance Clements

Its: Vice President

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 10.14.99

By: 
David Lance Clements