

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



P1500043696

ACCOUNT NO. : 072100000032

REFERENCE : 610495, 6162A

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 122.50

ORDER DATE : June 6, 1995

ORDER TIME : 10:15 AM

ORDER NO. : 610495

6000001506856

CUSTOMER NO: 6162A

CUSTOMER: Ms. Mary Ellen Norris-adams
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: FBS ACQUISITIONS, INC.

FILED
95 JUN -6 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JUN -7 1995

ARTICLES OF INCORPORATION
OF
FBS ACQUISITIONS, INC.

FILED
95 JUN -6 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is FBS Acquisitions, Inc. The mailing address of the corporation shall be 970 Gulf Shore Drive, Destin, Florida 32541.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 East Pine Street
Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Paul S. Quinn, Jr.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Frank B. Stewart, Jr.	970 Gulf Shore Drive Destin, Florida 32541

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Paul S. Quinn, Jr.	201 East Pine Street Suite 1200 Orlando, Florida 32804

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of June, 1995.

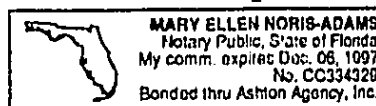
Paul S. Quinn, Jr.
Paul S. Quinn, Jr., Esq.
Incorporator

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation were acknowledged, before me, on June 5, 1995, by Paul S. Quinn, Jr. The Incorporator is personally known to me and did not take an oath.

Mary Ellen Norris Adams
Notary Public

My Commission Expires:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of FBS ACQUISITIONS, INC., I hereby accept and agree to act in this capacity.

Paul S. Quinn, Jr.
Paul S. Quinn, Jr.

\usr\madame\fbs.art

FILED
95 JUN - 8 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

995 0000 43696



ACCOUNT NO. : 072100000032
REFERENCE : 641816 6162A
AUTHORIZATION : *Patricia Pysit*
COST LIMIT : \$ 87.50

FILED
95 JUL 14 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

50001537335

ORDER DATE : July 14, 1995
ORDER TIME : 9:52 AM
ORDER NO. : 641816
CUSTOMER NO: 6162A

CUSTOMER: Ms. Mary Ellen Noris-adams
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: FBS ACQUISITIONS, INC.

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

*NO
EKG
7/14*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 15, 1995

CSC NETWORKS

The name SHORELINE REALTY OF N.W. FLORIDA, INC. has been reserved for 120 days beginning June 15, 1995. The reservation number is R95000002686 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 495A00029432

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FBS ACQUISITIONS, INC.

FILED
95 JUL 14 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Roy A. Perrin, Jr., President of FBS Acquisitions, Inc.,
a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby
executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is FBS
Acquisitions, Inc.

ARTICLE SECOND: The Amendment to the Articles
of Incorporation of the Corporation effected by these
Articles of Incorporation is that ARTICLE I of the
current Articles of Incorporation is amended to provide as
follows:

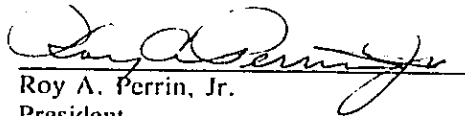
ARTICLE I - Name

The name of this Corporation is Shoreline Realty of N.W.
Florida, Inc.

ARTICLE THIRD: The amendment to the Articles of
Incorporation of the Corporation reflected in ARTICLE
SECOND hereof did not require shareholder approval,
and was unanimously approved by the Board of Directors
on JUNE 14TH, 1995.

ARTICLE FOURTH: The effective date of these
Articles of Amendment shall be upon the filing thereof
with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, Roy A. Perrin, Jr., President of the
Corporation, has hereunto set his hand this 14TH day of JUNE, 1995.


Roy A. Perrin, Jr.
President

STATE OF LOUISIANA

PARISH OF JEFFERSON

The foregoing instrument was acknowledged before me this 14th day of JUNE, 1995, by Roy A. Perrin, Jr., President of FBS Acquisitions, Inc., a Florida corporation, on behalf of the corporation. He/she is personally known to me or has produced _____ (type of identification) as identification and (did/did not) take an oath.

Erin M. Hart
(Signature)

ERIN M. HART
(Print Name)
Notary Public
My Commission Expires:

ERIN M. HART
NOTARY PUBLIC
Parish of East Baton Rouge,
State of Louisiana
My Commission is issued for Life.

P95000043696



ACCOUNT NO. : 072100000032
REFERENCE : 354408 4805939
AUTHORIZATION : Patricia Pyjuts
COST LIMIT : \$ 87.50

ORDER DATE : May 5, 1997
ORDER TIME : 12:45 PM
ORDER NO. : 354408-005
CUSTOMER NO: 4805939

300002165763-7

CUSTOMER: Ms. Janet Eystad
Beggs & Lane
P. O. Box 12950

Pensacola, FL 32501

DOMESTIC AMENDMENT FILING

NAME: SHORELINE REALTY OF
N.W. FLORIDA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

5/6
Name Change
C.C.

FILED
97 MAY -5 PM 3:50
RECEIVED
97 MAY -5 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

FILED

97 MAY -5 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF SHORELINE REALTY OF N.W. FLORIDA, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, SHORELINE REALTY OF N.W. FLORIDA, INC., a corporation organized under the laws of the State of Florida (the "Corporation"), does hereby adopt the following Articles of Amendment to its Articles of Incorporation:

(1) Prior to adoption of these Articles of Amendment, the name of the Corporation is SHORELINE REALTY OF N.W. FLORIDA, INC.

(2) The Corporation has duly adopted these Articles of Amendment to its Articles of Incorporation in accordance with the requirements set forth in Chapter 607 of the Florida Statutes.

(3) The text of such amendment is as follows:

RESOLVED, Article I of the original Articles of Incorporation of the Corporation is deleted in its entirety, and is replaced with the following new Article I.

"ARTICLE I

The name of the Corporation shall be STEWART RESORTS REALTY, INC."

(4) The date of adoption of such amendment is May 1, 1997

(5) The foregoing amendment was approved by the shareholders of the Corporation at a special meeting duly held for such purpose. The number of votes cast for the amendment by the shareholders was sufficient for approval

IN WITNESS WHEREOF, the undersigned has made and executed these Articles of Amendment, this ___ day of May, 1997.

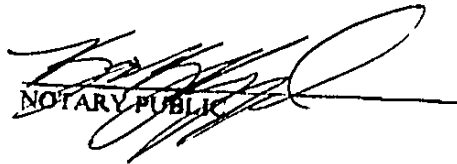
SHORELINE REALTY OF N.W. FLORIDA, INC

By: [Signature]
Name: John C. McNamara, II
Title: Chief Executive Officer

STATE OF LOUISIANA
PARISH OF JEFFERSON

Before me, the undersigned notary public, personally appeared JOHN C. McNAMARA, III
(name), the Chief Executive Officer (title) of SHORELINE REALTY OF N.W. FLORIDA,
INC., a Florida corporation, who is personally known to me ~~or who has produced~~
as identification and who did not take an oath, who stated that he executed the
foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me,
according to law, that he made and subscribed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of May,
1997.


NOTARY PUBLIC

My commission expires:

BRIAN B. RIPPEL
NOTARY PUBLIC
Parish of Jefferson, State of Louisiana
My Commission is issued for Life.

P9 5000043696

BEGGS & LANE

ATTORNEYS AND COUNSELLORS AT LAW

POST OFFICE BOX 12960

PENACOLA, FLORIDA 32576-2960

E. DIXIE BEGGS

Retired

HERTIL LANE

1917 - 1981

GARY W. HUSTON

BOARD CERTIFIED TAX LAWYER
DIRECT DIAL (850) 489-3333

SEVENTH FLOOR BLOUNT BUILDING

3 WEST GARDEN STREET

PENACOLA, FLORIDA 32501

TELEPHONE (850) 438-2481

TELECOPIER (850) 489-3333

August 29, 1997

Secretary of State
Florida Department of State
P.O. Box 5588
Tallahassee, FL 32314

200003282892-2
09202277-01148-0000
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed is a Statement of Change of Registered Office or Registered Agent or Both for Corporations form for filing and a check for \$35 filing fee.

Thank you for your attention to this matter.

Very truly yours,

Gary W. Huston

Gary W. Huston
For the Firm

GWH/jle

Enclosure

FILED
97 SEP -2 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rachg
DE
9-10

Florida Department of State, Sandra D. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1. The name of the corporation is: Stewart Bonorth Realty, Inc.
2. The mailing address of the corporation is: 111 Veterans Blvd. Suite 1020 Metairie, LA 70005
3. Date of incorporation/qualification: June 6, 1995 Document number: F95000043696
4. The name and address of the current registered agent and office:

Paul S. Quinn, Jr.
201 E. Pine St. Suite 1200
Orlando, FL 32801

- 5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Gary W. Huston
3 West Garden St. Suite 600
Pensacola, FL 32501

97 SEP -2 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) (Date)

Keith A. Jarrett, Jr., Treasurer
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Gary W. Huston
(Signature of Registered Agent) 8/28/97
(Date)

If signing on behalf of an entity:
(Typed or Printed Name) (Capacity)