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COLLIER & COFFIELD

ATTORNEYS AT LAW

P. COLLEEN COFFIELD  
ADMITTED IN FLORIDA AND LOUISIANA

1719 SOUTH COUNTY HIGHWAY 393  
SANTA ROSA BEACH, FLORIDA 32459  
(850) 622-1141  
FAX (850) 622-1144

BRUCE CLAYTON COLLIER  
ADMITTED IN LOUISIANA ONLY  
July 1, 1999

FILED  
99 JUL -2 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Filing of S & H SEAWALLS, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the articles of incorporation for the above corporation and check in the amount of \$78.75.

FROM: Collier & Coffield, Attorneys at Law  
1719 South County Highway 393  
Santa Rosa Beach, FL 32459

000002922400--3  
-07/02/99--01068--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please return the certified copy of the articles to the above address. If you have any questions, please let me know.

Sincerely,

P. Colleen Coffield

Enclosures

7-9  
WLS

**ARTICLES OF INCORPORATION**  
**OF**  
**S&H SEAWALLS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**Article I - Name**

The name of this corporation is S&H SEAWALLS, INC.

**Article II - Duration**

This corporation shall exist perpetually, commencing upon filing.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business:

**Article IV - Address**

The principal place of business and mailing address of this corporation is 229 Crest Drive, Destin, Florida 32541.

**Article V - Capital Stock**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00 per share.

**Article VI - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of

the same kind, class of series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

#### **Article VII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 229 Crest Drive, Destin, Florida 32541 and the name of the initial registered agent of this corporation at that address is Michael A. Schneider.

#### **Article VIII - Directors**

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The names and addresses of the initial directors of this corporation are:

Michael A. Schneider

229 Crest Drive  
Destin, Florida 32451

Robert C. Hager

9564 Brentwood Blvd  
Navarre, Florida 32566

#### **Article IX - Incorporator**

The name and address of the incorporator to these Articles of Incorporation is:

Michael A. Schneider

229 Crest Drive  
Destin, Florida 32451

#### **Article X - By-Laws**

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

**Article XI - Indemnification**

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

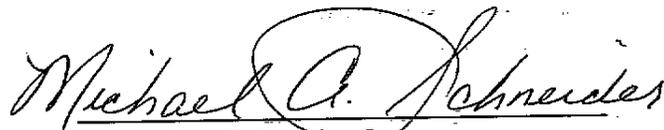
**Article XII - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

**Article XIII - Restriction on Transferability of Stock**

The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

The undersigned has executed these Articles of Incorporation this 1st day of July, 1999.

  
Michael A. Schneider, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is:

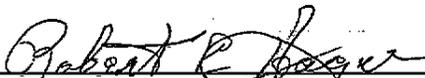
S&H SEAWALLS, INC.

2. The name and address of the registered agent and office is:

Michael A. Schneider

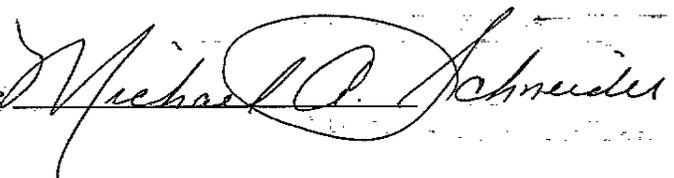
229 Crest Drive  
Destin, Florida 32451

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99 JUL -2 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature   
Robert C. Hager, Director

Date 7-1-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

Signature 

Date 7-1-99