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CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

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Village Hotel & Restaurant, Inc.

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TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
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DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Village Hotel & Restaurant, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Alabama

(State or country under the law of which it is incorporated)

3. 63-1203085

(FEI number, if applicable)

4. June 2, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 7830 Pine Forest Road, Pensacola, Florida 32526

(Current mailing address)

8. To engage in hotel, restaurant, and tavern operations.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Patrick Willingham

Office Address: 7830 Pine Forest Road

Pensacola, Florida, 32526

(Zip Code)

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10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.



(Registered agent's signature) (Officer)

Patrick Willingham, President

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Maurice Sherer

Address: 25819 Canal Road

Orange Beach, Alabama 36561

Vice Chairman: Patrick Willingham

Address: 25819 Canal Road

Orange Beach, Alabama 36561

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Patrick Willingham

Address: 25819 Canal Road

Orange Beach, Alabama 36561

Vice President: Doug Warren

Address: 25819 Canal Road

Orange Beach, Alabama 36561

Secretary: Royce Winborne

Address: 25819 Canal Road

Orange Beach, Alabama 36561

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patrick Willingham, President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Village Hotel & Resturant, Inc.**

1. Maurice Sherer
25819 Canal Road
Orange Beach, Alabama 36561
2. Patrick Willingham
25819 Canal Road
Orange Beach, Alabama 36561
3. Millard Johnson
25819 Canal Road
Orange Beach, Alabama 36561
4. Philip A. Laird
25819 Canal Road
Orange Beach, Alabama 36561
5. William T. Carlson
25819 Canal Road
Orange Beach, Alabama 36561

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TALLAHASSEE, FLORIDA

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Village Hotel & Restaurant, Inc. incorporated in Baldwin County, Orange Beach, Alabama on June 2, 1998. I further certify that the records do not disclose that said Village Hotel & Restaurant, Inc. has been dissolved.

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TALLAHASSEE, FLORIDA



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 5, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State