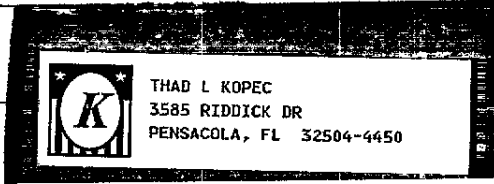


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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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City/State/Zip

Phone #

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*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (#)
2. _____ (#)
3.  **HYTRIN[®]
TERAZOSIN HCl
CAPSULES** 28 Aug '98 (#)
4. Dear Div. of Corps - (#)

- Please record, file, and
 return a copy of the attached Arts. of Incorp.
- Certified Copy
 Certificate of Status

| |
|------------|
| NEW |
| Profit |
| NonPr |
| Limite |
| Dome |
| Other |

Enclosed find a personal check for the two fees involved in this transaction.

Sincerely,

| |
|------------------|
| OTE |
| Annua |
| Fictitious Name |
| Name Reservation |

| |
|---------------------|
| Limited Partnership |
| Reinstatement |
| Trademark |
| Other |

B. BROWN SEP - 4 1998

Examiner's Initials

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ARTICLES OF INCORPORATION

OF

EMERALD COAST SKI CLUB, INC.

(A Corporation Not for Profit)

We, the undersigned, with other persons desiring to form a corporation not for profit pursuant to the provisions of Chapter 617 of the Florida Statutes, do agree as follows:

ARTICLE I

NAME

The name of this corporation shall be Emerald Coast Ski Club, Inc.

ARTICLE II

PURPOSES

The general nature of the objects and purposes of this corporation shall be to promote, develop, establish and coordinate unified programs for encouraging safe and sportsmanlike alpine and cross-country snow skiing, including the making of group travel arrangements to accomplish those ends.

ARTICLE III

MEMBERSHIP

The Membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members in the manner provided in the by-laws.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

The affairs of the corporation are to be managed by the President, the Vice President, the Treasurer and the Secretary, to be elected at the first meeting of the corporation subsequent to the formal incorporation of this not for profit corporation; the first officers being appointed pursuant to the Articles of Incorporation. The officers appointed under the Articles of Incorporation shall serve until the first meeting of the corporation, at which meeting election of officers shall be held; thereafter election of officers shall be held once a year at the annual meeting or at any other such time by special meeting called for that purpose.

ARTICLE VI

OFFICERS

Section 1. The officers of the corporation shall be members of the corporation and shall consist of a president, vice-president, secretary, treasurer, and such other officers as may be provided in the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

| <u>Office</u> | <u>Name</u> |
|---------------------|----------------|
| President | Bobbi E. Moses |
| Vice-President | Thad L. Kopec |
| Secretary/Treasurer | Lori E. Ogles |

Section 3. All officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. The corporation shall have no more than ten directors initially. The number of directors may be increased or decreased from time to time as provided in the by-laws, but there shall never be fewer than three directors.

Section 2. The Board of Directors shall consist of members of the corporation and shall include but not be limited to the officers of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws. The names and addresses of the persons who are to serve as directors for the ensuing year or until the first annual meeting of the corporation are:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Bobbi E. Moses | 39-B Jackson's Run, Santa Rosa Bch, FL 32459 |
| Thad L. Kopec | 3585 Riddick Dr., Pensacola FL 32504 |
| Lori E. Ogles | 196 Owen St., Niceville, FL 32578 |

ARTICLE VIII

BY LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the

carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the by-laws may be amended, altered, or resinded by majority vote of those members of the Board of Directors present, at any regular meeting, or any special meeting called for that purpose.

ARTICLE IX

AMENDMENTS

Section 1. These articles of incorporation may be amended at a special meeting of the membership called for that purpose by a two-thirds vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given as provided by the by-laws of intention to submit such amendments.

ARTICLE X

LOCATION

The location of this corporation shall be at 39-B Jackson's Run, Santa Rosa Beach, Florida 32459, County of Walton, State of Florida.

ARTICLE XI

DISTRIBUTION OF ASSETS

UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this corporation. All of its assets remaining after payment of all costs and expenses of such dissolution shall

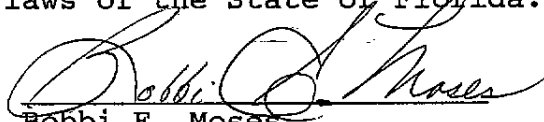
be distributed to organizations which have qualified for exemption under Section 501.(c)(3) of the United States Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Or to the federal government or to the state or local governments for public purposes and none of the assets will be distributed to any member, officer, or trustee of this corporation.

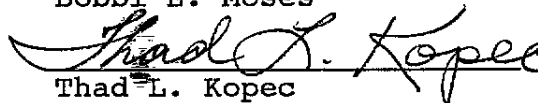
ARTICLE XII

DESIGNATED RESIDENT AGENT

The name of the initial registered and resident agent of this corporation is Bobbi E. Moses, whose address is 39-B Jackson's Run, Santa Rosa Beach, Florida 32459, and her execution of these articles of incorporation constitutes her acceptance of this designation.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set our hands this 28th day of August 1998, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


Bobbi E. Moses


Thad L. Kopec


Lori E. Ogles

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