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October 13, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: South Gay Avenue, Inc.
Our File No. 340.1

100003427551--0
-10/17/00--01057--007
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation and Acceptance of Designation of Registered Agent on the above referenced corporation.

We have also enclosed our firm's check no. 2541 in the amount of \$78.75 for payment of the following costs:

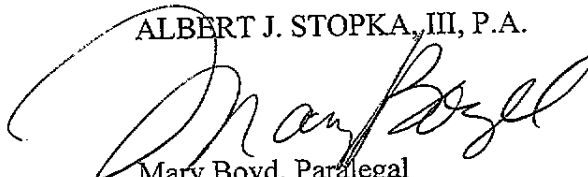
Filing Fees	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	<u>\$ 8.75</u>
	\$78.75

Please file these Articles upon receipt and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to give me a call.

Sincerely,

ALBERT J. STOPKA, III, P.A.


Mary Boyd, Paralegal
to Albert J. Stopka, III

MB/dk
Enclosure(s)

T. Burch OCT 18 2000

FILED
00 OCT 17 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

00 OCT 17 PM 2:02

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH GAY AVENUE, INC.

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is SOUTH GAY AVENUE, INC., and the street address of the initial principal office is 3900 Marriott Drive, Baytown #14, Panama City Beach, Florida 32411 and its mailing address is P.O. Box 27730, Panama City Beach, Florida 32411.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - REGISTERED AGENT AND OFFICE ADDRESS

The name of the initial registered agent is John T. Williams whose street address is 3900 Marriott Drive, Baytown #14, Panama City Beach, Florida 32411.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

ARTICLE VI - INDEMNIFICATION

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

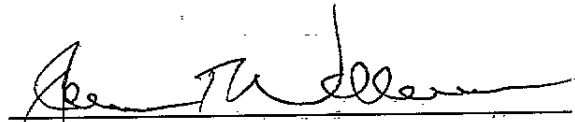
ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - INCORPORATOR

The name of the person signing these Articles is John T. Williams whose address is 3900 Marriott Drive, Baytown #14, Panama City Beach, Florida 32411.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of October, 2000.


John T. Williams

STATE OF FLORIDA
COUNTY OF BAY

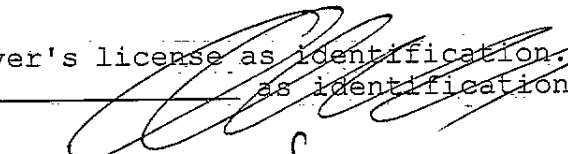
The foregoing Articles of Incorporation of SOUTH GAY AVENUE, INC. was acknowledged before me this 11th day of October, 2000, by JOHN T. WILLIAMS, who: (Notary **must** check applicable box)

- ☒ is personally known to me.
☐ produced a current Florida driver's license as identification.
☐ produced _____ as identification

(SEAL)



Albert J Stopka III
My Commission CC744879
Expires May 25, 2002



(Print Name)
Notary Public
Commission # _____
My Commission Expires: _____



Albert J Stopka III
My Commission CC744879
Expires May 25, 2002

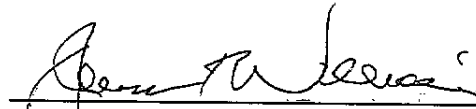
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

SOUTH GAY AVENUE, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 11th day of October, 2000.


John T. Williams
Registered Agent

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00 OCT 17 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA