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Law Office of Brian D. Hess

9108 Front Beach Road

Post Office Box 9454

Panama City Beach, Florida 32417

Brian D. Hess
Steven L. Applebaum

Phone (850) 235-3004

FAX (850) 235-1124

March 30, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Pockets, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Enclosed please find a check in the sum of \$78.75 to pay the filing fees. Please forward a certified copy of the Articles after filing to me at the above post office box. If you need anything further to file the Articles, please call me.

Sincerely,



Brian D. Hess

BDH/pc/Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Pockets, Inc.**

Article I. Corporate Name and Initial Corporate Address

The name of this corporation is **Pockets, Inc.**, and the initial corporate address is 1302 Gulf Boulevard, Panama City Beach, Florida 32408.

Article II. Nature of Business and Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$5.00 per share.

Article IV. Term of Existence

This corporation shall have perpetual existence commencing upon filing of the articles.

Article V. Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Brian D. Hess
9108 Front Beach Road
Panama City Beach, Florida 32407

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VI. Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

Article VII. Initial Directors

The names of the initial directors of this corporation and their street addresses are:

Leslie C. Thompson
Post Office Box 27955
Panama City, Florida 32411

Pamela K. Thompson
Post Office Box 27955
Panama City, Florida 32411

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

Article IX. Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Brian D. Hess, Esq.
9108 Front Beach Road
Panama City Beach, Florida 32407

Article X. Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or 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.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 30 day of March, 2001.

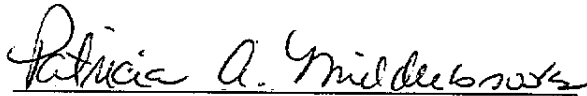

Brian D. Hess

State of Florida
County of Bay

Before me, a Notary Public, personally appeared **Brian D. Hess**, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 30 day of March, 2001, ~~XX~~ who was personally known to me; or [] who produced _____ as identification.



Patricia A. Middlebrooks
MY COMMISSION # CC663769 EXPIRES
August 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC


Patricia A. Middlebrooks, Notary Public
My commission expires:

Consent of Registered Agent

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


Brian D. Hess

FILED
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TALLAHASSEE
FLORIDA
SECRETARY OF STATE