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June 13, 2001

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

6-13-01

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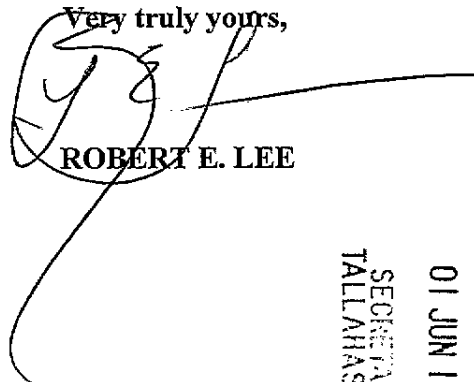
Re: AAA BARTER-EMERALD COAST GROUP, INC.

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation of the above named corporation and would request your immediate filing of the Articles.

Please provide to my office a certified copy of the filed articles. You will find enclosed my client's check in the amount of \$78.75 representing the required filing fees and the cost of the requested certified copy.

Very truly yours,



ROBERT E. LEE

REL:me

FILED
01 JUN 18 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W01-13886

ARTICLES OF INCORPORATION

OF

AAA BARTER-EMERALD COAST GROUP, INC.

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01 JUN 18 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I - NAME

The name of the corporation is AAA BARTER-EMERALD COAST GROUP, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having a nominal value or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of this corporation is 235 S. W. Miracle Strip Parkway, Fort Walton Beach, Fort Walton Beach, Florida 32548. The initial registered agent at that address is DAVID SCOTT LEE, JR.

ARTICLE VI - DIRECTORS

The corporation shall have a board of directors consisting of not less than one (1) nor more than three (3) directors. The initial board of directors shall consist of the following person:

David Scott Lee, Jr.

235 S. W. Miracle Strip Parkway
Fort Walton Beach, Florida 32548

ARTICLE VII- INCORPORATORS

The name and address of the person signing these articles is:

David Scott Lee, Jr. 235 S.W. Miracle Strip Parkway
Fort Walton Beach, Florida 32548

ARTICLE VIII- BY-LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors.

ARTICLE IX- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a unanimous vote of the stock entitled to vote thereon. Such action of the stockholders may be taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as a part of the corporate records.

ARTICLE X – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI – RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

David Scott Lee, Jr. 500 Shares

Shares of the capital sock of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

IN WITNESS WHEREOF, we the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals this 13th day of June, 2001, for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the

corporation laws of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



DAVID SCOTT LEE, JR.

personally known

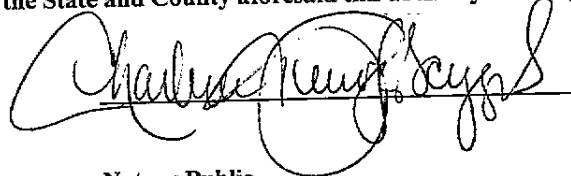


STATE OF FLORIDA }

COUNTY OF OKALOOSA }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared the David Scott Lee, Jr. described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purpose therein expressed. Such person is personally known to me.

WITNESS my hand and official seal in the State and County aforesaid this 13th day of June, 2001.

 12/30/03

Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

That AAA BARTER-EMERALD COAST GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 235 S. W.

Miracle Strip Parkway, Fort Walton Beach, Florida 32548, has named DAVID SCOTT LEE, JR. at that address as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of the position of registered agent, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said business.



DAVID SCOTT LEE, JR.

FILED
01 JUN 18 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA