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COTTON & GATES
ATTORNEYS AT LAW

ERNEST L. "BUDDY" COTTON, P.A.
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November 9, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of El Paso of Panama City, Inc., to be filed with your office. Additionally, I have enclosed a check in the amount of \$122.50 for the incorporation fee.

Please record these Articles and return the copy to us, indicating date of filing. Should you have any questions, please feel free to call.

Very truly yours,


MICHAEL GATES, ESQUIRE

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Enclosures

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ARTICLES OF INCORPORATION
OF
EL PASO OF PANAMA CITY, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, and other laws of the State of Florida, do hereby certify to the following:

ARTICLE I - NAME

The name of this Corporation shall be **EL PASO OF PANAMA CITY, INC.**

ARTICLE II - ADDRESS

The address of the principal of the Corporation is 4701 West Highway 98, Panama City, Florida 32401, and the mailing address of the Corporation is 100 John King Road, Crestview, Florida 32536.

ARTICLE III - AUTHORIZED SHARES

The Corporation is authorized to issue once class of shares which shall be

called common shares. Common shares shall have unlimited voting rights. The Corporation is authorized to issue 1000 common shares with a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - DIRECTOR

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 Shareholders.

ARTICLE VI - INITIAL DIRECTORS

The name and post office address of the first Board of Directors, who subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROGELIO CHAVEZ	100 John King Road Crestview, Fl 32536
ISAMEL BARRAGAN	507 Dardmoor Lane Pensacola, Florida 32514

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation
shall be:

Rogelio Chavez
100 John King Road
Crestview, Fl 32536

ARTICLE VIII - WAIVER OF NOTICE

Any action of the stockholders of this Corporation may be taken without a meeting if 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 part of the corporate records. Such consent shall have the same force and effect as an unanimous vote of the stockholders.

ARTICLE IX - SUBSCRIBER

The names and addresses of the persons signing these Articles of
Incorporation are as follows:

Rogelio Chavez
100 John King Road
Crestview, Fl 32536

Ismael Barragan
507 Dardmoor Lane
Pensacola, Florida 32514

ARTICLE X - BY-LAWS

The power to adopt, alter and amend or repeal the By-Laws shall be vested in the shareholders.

ARTICLE XI - OFFICERS

The names and addresses of the officers of this Corporation are as follows;

Rogelio Chavez, President
100 John King Road
Crestview, Fl 32536

Ismael Barragan, Vice President Secretary/Treasurer
507 Dardmoor Lane
Pensacola, Florida 32514



ROGELIO CHAVEZ

ISMAEL BARRAGAN

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this date before me, a Notary Public, duly authorized to take acknowledgments, personally appeared ROGELIO CHAVEZ and ISMAEL BARRAGAN, to me well known and known to me to be the person as Subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he subscribed the same for the uses and purposes therein expressed.

WITNESS my hand and official this 9th day of November 2001.

Louise M. Jones
My Commission CC732044
Expires April 8, 2002


NOTARY PUBLIC
My Commission Expires: Apr 8, 2002

**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 of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That El Paso of Panama City, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Panama City, Bay County, State of Florida, has named ROGELIO CHAVEZ, located at 100 John King Road, Crestview, Florida 32539, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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



ROGELIO CHAVEZ

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SECRETARY OF STATE
TALLAHASSEE FLORIDA