

THOMAS SALE, JR.
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December 10, 2001

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Registration Section
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: JOE KENNEDY ENTERPRISES, INC.

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the subject corporation. Please return a certified copy to the undersigned.

Also enclosed is my check in the amount of \$78.75 for the filing fee and certified copy.

Very truly yours,

Thomas Sale, Jr. JK

Thomas Sale, Jr.

TSJr/km

Enclosures

cc: Mr. Joe Kennedy

01 DEC 11 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch DEC 12 2001

ARTICLES OF INCORPORATION

OF

JOE KENNEDY ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 11 AM 10:06

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The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is JOE KENNEDY ENTERPRISES, INC. The principal office of the corporation is 4341 Thomas Drive, Lot 338 Venture Out, Panama City Beach, Florida, and the mailing address is 4341 Thomas Drive Box I-34, Panama City Beach, Florida.

Article II - Nature of Business

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

Article III - Duration

This corporation shall have perpetual existence and shall commence on the filing of these articles.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of common stock, each share having the par value of \$1.00.

Article V - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 4341 Thomas Drive, Lot 338 Venture Out, Panama City Beach, Florida, and the name of the initial registered agent of this corporation at that address is Joseph T. Kennedy.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Joseph T. Kennedy
4341 Thomas Drive Box I-34
Panama City Beach, Florida

Article VII - Preemptive Rights

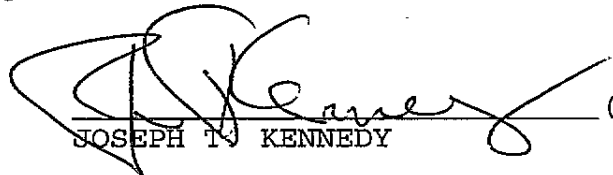
The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article VIII - Incorporators

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

Joseph T. Kennedy
4341 Thomas Drive Box I-34
Panama City Beach, Florida

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 10 day of December, 2001.

 (Seal)
JOSEPH T. KENNEDY

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared JOSEPH T. KENNEDY, who is personally known to me or who produced _____ as identification, and known to me to be the individual described in and who executed the

foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid this 10 day of December, 2001.

Kathy L. Morrison
Notary Public
My Commission expires:



Official Seal
KATHY L. MORRISON
Notary Public, State of Florida
My Comm. Expires Sept. 29, 2004
No. CC961905

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

01 DEC 11 AM 10:06

FILED

In pursuance of Chapter 607.0501, Florida Statutes,
following is submitted in compliance with said act:

JOE KENNEDY ENTERPRISES, INC., desiring to organize
under the laws of the State of Florida, with its registered
office, as indicated in the Articles of Incorporation at 4341
Thomas Drive, Lot 338 Venture Out, Panama City Beach, Bay
County, Florida, has named JOSEPH T. KENNEDY located at 4341
Thomas Drive, Lot 338 Venture Out, Panama City Beach, Bay
County, Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named as Resident Agent for the above stated
corporation, at the place designated in this certificate, I
hereby accept said appointment, state that I am familiar
with, and accept the obligations provided for in the Florida
Statute 607.0505.


Joseph T. Kennedy
Resident Agent