

ALSO ADMITTED
ALABAMA, GEORGIA
& TEXAS



Monica L. Cothran, P.A.

ATTORNEY AT LAW

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July 31st, 2002

SECRETARY OF STATE,
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 488-9000

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-08/01/02--01022--010
*****87.50 *****87.50

RE: GTO's CLUB & GROCERIES, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for **\$87.50**, which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

Josie B. Strange

Josie B. Strange, Legal Assistant to:
Monica L. Cothran, Esq.

/jbs
Enclosures: As stated

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

GTO's CLUB & GROCERIES, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is **GTO's Club & Groceries, Inc.**

**ARTICLE TWO
Corporate Duration**

The duration of the corporation is perpetual.

ARTICLE THREE

Purpose or Purposes

The general purposes for which the corporation is organized are:

1. To operate a club, restaurant and convenience store facility.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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DIVISION OF CORPORATIONS

ARTICLE FIVE
Registered Office and Agent

The street address of the initial registered office of the corporation is: **8011 Thomas Drive, Panama City Beach, FL 32408**, and the name of its initial Registered Agent at such address is: **Gary Crosson**. The principal place of business is the same as the registered office.

ARTICLE SIX
Directors

The number of directors constituting the initial board of directors of the corporation is **one** (1). The name and address of those persons who are to serve as members of the initial board of directors are:

<u>Name</u>	<u>Address</u>
Gary Crosson	8011 Thomas Drive Panama City Beach, FL 32408
Chris Ortkras	8011 Thomas Drive Panama City Beach, FL 32408

ARTICLE SEVEN
Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Gary Crosson	8011 Thomas Drive Panama City Beach, FL 32408
Chris Ortkras	8011 Thomas Drive Panama City Beach, FL 32408

Executed by the undersigned on this 30th day of July, 2002.

Gary Crosson, President
Gary Crosson, President

**STATE OF FLORIDA
COUNTY OF BAY**

BEFORE ME, the undersigned authority, on this 30th day of July, 2002, personally appeared, **Gary Crosson**, to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced Fl. Drivers License as identification.

WITNESS my hand and official seal the date aforesaid.

Monica L. Cothran
NOTARY PUBLIC



Monica L. Cothran
My Commission CC795337
Expires December 6, 2002

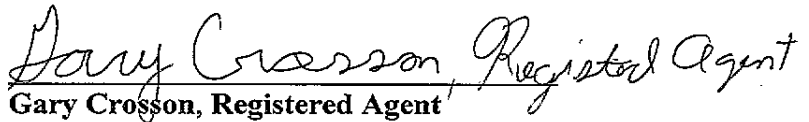
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **GTO's Club & Groceries, Inc.**
2. The name and address of the Registered Agent and office is:

**Gary Crosson
8011 Thomas Drive
Panama City Beach, FL 32408**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Gary Crosson, Registered Agent

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