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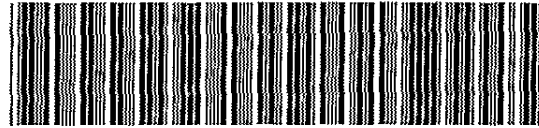
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAR -7 PM 12:56

FILED

MAR 10 2003

Donald A. Maxfield  
1440 The Crossings  
Niceville, FL 32578  
(850) 882-9614

February , 2003

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

RE: GODSPEED MC CORP.

Dear Sir/Madam:

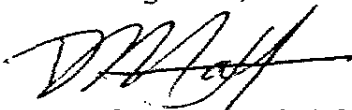
Enclosed are the original & one copy of the Articles of Incorporation for the above referenced Corporation along with my check in the amount of \$131.25 for the following:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Designation		35.00
Certificate Under Seal		<u>8.75</u>
	\$	131.25

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return it.

Thank you for your attention to this matter.

Best Regards,

  
Donald A. Maxfield

DM/

Enclosure

ARTICLES OF INCORPORATION

OF

GODSPEED MC INC.

ARTICLE I

NAME

The name of this Corporation is GODSPEED MC INC.  
(hereinafter referred to as the "Corporation").

ARTICLE II

LOCATION

The principal place of business & mailing address of the corporation is 113 Edge Avenue, Niceville, Florida 32578

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is a social club, selling food & beverages & for any other purpose not prohibited under the laws of this State.

ARTICLE IV

SHARES

The number of shares of stock is Seventeen Thousand Five Hundred (17,500) shares at One dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL OFFICERS / DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1). The name & address of the initial officers/directors of the Corporation is:

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TALLAHASSEE, FLORIDA

Donald A. Maxfield, 1440 The Crossings, Niceville, FL 32578  
Director/Chairman.

Michael C. Hill, 37 Transversale Rd., Santa Rosa Beach, FL 32549  
Director.

ARTICLE VI

REGISTERED AGENT

The name & Florida street address of the registered agent is Donald A. Maxfield, 1440 The Crossings, Niceville, FL 32578.

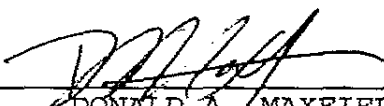
ARTICLE VII

INCORPORATOR

The name & Florida street address of the incorporator is Donald A. Maxfield, 1440 The Crossings, Niceville, FL 32578.

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate. I am familiar with & accept the appointment as registered agent & agree to act in this capacity.

  
\_\_\_\_\_  
DONALD A. MAXFIELD  
Signature/Registered Agent

2/28/03  
DATE

  
\_\_\_\_\_  
DONALD A. MAXFIELD  
Signature/Incorporator

2/28/03  
DATE

\*\*\*\*\*

ARTICLE VIII

DURATION

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Florida Department of State.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XI

PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which is offered to others.

ARTICLE XII

TRANSFER OF STOCK

No Stockholder, or the personal representative, executor or administrator of any deceased Stockholder, shall transfer stock in the Corporation without first notifying the Corporation of the name of the proposed transferee & obtained the consent of the Board of Directors for said transfer. The Board shall have the right to refuse to make such transfer under limitations & provisions of the Corporate By-laws.

ARTICLE XIII

BY-LAWS

The power to adopt, alter or amend or repeal the By-laws shall be vested in the Board of Directors & Shareholders.

ARTICLE IX

SECTION 1244 STOCK

It is the intent of this charter that the Directors may sell the capital stock of the Corporation with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 28 day of February 2003.

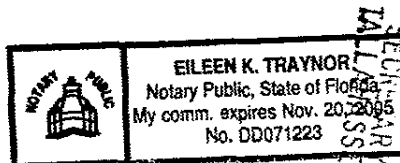
DONALD A. MAXFIELD  
Incorporator/Registered Agent  
FLC # 214-187-49-466 0

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STATE OF FLORIDA  
COUNTRY OF OKALOOSA

BEFORE ME, the undersigned authority, appeared DONALD A. MAXFIELD, who is personally known to me or who has produced Florida Drivers License as identification & who executed the foregoing Articles of Incorporation of GODSPEED MC INC., & swears under penalties of perjury that he declares that he has read the forgoing & that the facts stated in it are true & correct.

WITNESS my hand & official seal this the 28 day of February 2003.

  
NOTARY PUBLIC

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CLERK OF STATE  
TALLAHASSEE, FLORIDA