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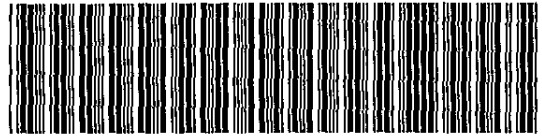
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12/12/03--01047--008 **78.75

EFFECTIVE DATE

1-10-04

FILED
04 JAN -8 PM 1:20
REGISTERED STATE
TALLAHASSEE, FLORIDA

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DAVID L. DEES
Attorney at Law

3300 NORTH PACE BOULEVARD
SUITE 315
POST OFFICE BOX 12602
PENSACOLA, FLORIDA 32574

PHONE (850) 432-2407
FAX (850) 432-2408

10 December 2003

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

Re: Civic, Inc.

Dear Sir/Madam:

Enclosed herewith please find original and one copy of Articles of Incorporation of Civic, Inc., and a check in the sum of \$78.75 for filing fees, designation of resident agent and certified copy. Thank you for your kind assistance in this matter.

Sincerely,



David L. Dees

DLD; jr

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 23, 2003

DAVID L. DEES
P.O. BOX 12602
PENSACOLA, FL 32574

SUBJECT: CIVIC, INC.
Ref. Number: W03000039032

We have received your document for CIVIC, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 103A00068418

FILED
04 JAN -8 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CIVIC OF PENSACOLA, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I. NAME

The name of the corporation is Civic of Pensacola, Inc.

EFFECTIVE DATE
1-10-04

ARTICLE II. COMMENCEMENT AND DURATION

This corporation is to commence its corporate existence on January 10, 2004, and shall exist perpetually. —

ARTICLE III. PURPOSE

This corporation is organized for the purpose of providing lodging and services attendant to the operation of a motel or inn and shall be authorized to conduct any and all legal business of whatever nature both within and without the State of Florida as may be deemed necessary or appropriate by the director or the board of directors as the case may be.

ARTICLE IV. PRINCIPAL OFFICE

The street address of the corporation's principal office shall be 200 N. Palafox Street, Pensacola, Florida 32501, and the mailing address shall be the same.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3300 North Pace Boulevard, Suite 315, Pensacola, FL 32505, and the name of the initial registered agent of this corporation at that address is David L. Dees.

ARTICLE VI. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is One Thousand (1,000) shares, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders shall have the right to vote.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of 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 which it is offered to others.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

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

| | | |
|-----------------|---|-----------|
| Ming Ho Yang | — | 20 shares |
| Chun Mei Tsai | — | 20 shares |
| Esther Williams | — | 30 Shares |
| Chein-Wei Chen | | 30 shares |

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

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This board shall have four directors initially. The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation, but shall never be less than one. The directors of this corporation shall be voted on upon for election once every year. The names

and addresses of the persons who will serve on the initial board of directors are:

Ming Ho Yang
1857 Atwood Drive
Apt. 15B
Pensacola, FL 32514

Esther Williams
9812 Pinebrake Court
Pensacola, FL 32514

Chun Mei Tsai
1857 Atwood Drive
Apt. 15B
Pensacola, FL 32514

Chein-Wei Chen
1360 Random Oaks Place
Pensacola, FL 32514

X. DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the board of directors.

XI. REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term except for malfeasance in office.

XII. INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

XIII. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV. INCORPORATORS

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

Ming Ho Yang
1857 Atwood Drive
Apt. 15B
Pensacola, FL 32514


Esther Williams
9812 Pinebrake Court
Pensacola, FL 32514

Chun Mei Tsai
1857 Atwood Drive
Apt. 15B
Pensacola, FL 32514

Chein-Wei Chen
1360 Random Oaks Place
Pensacola, FL 32514

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8th day of December, 2003.


Ming Ho Yang


Esther Williams

Chun Mei Tsai
Chun Mei Tsai

Chein-Wei Chen
Chein-Wei Chen

ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 F.S.A., the undersigned accepts appointment as ^{Civic of} Registered Agent of ~~Diversified~~ Pensacola, ~~Technology, Inc.~~ and agrees to maintain office hours as required by law during the term of appointment.

Dated this 8th day of December, 2003.

David L. Dees
David L. Dees

FILED
04 JAN -8 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA