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Billy Squared of Baker, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 16, 2005

CLARK, PARTINGTON, HART - DESTIN

SUBJECT: BILLY SQUARED OF BAKER, INC.
REF: W05000024518

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**ARTICLES OF INCORPORATION
OF
BILLY SQUARED OF BAKER, INC.**

The undersigned incorporator, WILLIAM R. MCKELVY, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is BILLY SQUARED OF BAKER, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the corporation's principal office is 1582 S. Pearl Street, Crestview, FL 32539 and the corporation's mailing address is P.O. Box 217, Baker, FL 32531.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Two Thousand (2,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

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ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be Clark, Partington, Hart, Larry, Bond & Stackhouse, 34990 Emerald Coast Parkway, Suite 301, Destin, FL 32541, and the name of the initial registered agent of this corporation at that address is Scott M. Covell.

ARTICLE VIII - INCORPORATOR

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

William R. McKelvy
1582 S. Pearl Street
Crestview, FL 32539

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles are filed and approved by the Florida Department of State, Division of Corporations.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is

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subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation the 13 day of May, 2005.

INCORPORATOR


WILLIAM R. McKELVY

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of BILLY SQUARED OF
BAKER, INC. Further, I am familiar with and accept the duties and obligations of such designation.


SCOTT M. COVELL

Date: 5/13, 2005

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