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TALLAHASSEE, FLORIDA

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From:

Account Name : H. BART FLEET
Account Number : 120020000170
Phone : (850) 651-4006
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FLORIDA PROFIT CORPORATION OR P.A.

Down Memory Lane, Inc.

Certificate of Status	1
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FAX NO. 8506501499

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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**ARTICLES OF INCORPORATION
OF
DOWN MEMORY LANE, INC.**

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the corporation is DOWN MEMORY LANE, INC. and its principal office and mailing address is 615 Mountain Drive, Destin, Florida 32541.

**ARTICLE TWO
NATURE OF BUSINESS**

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE THREE
CAPITAL STOCK**

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

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ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 35008 Emerald Coast Parkway, Suite 202, Destin, Florida 32541. The registered agent is WILLIAM G. KILPATRICK, JR.

ARTICLE SIX

BOARD OF DIRECTORS

This Corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial Board of Directors of the corporation are as follows:

Christina R. Kolb
615 Mountain Drive
Destin, Florida 32541

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his/her successor(s) is elected or appointed and has qualified, whichever occurs first.

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ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

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ARTICLE ELEVEN

INCORPORATOR

The name and address of the incorporator is:

WILLIAM G. KILPATRICK, JR.
35008 Emerald Coast Parkway, Suite 202
Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles
on this 15th day of June, 2005.



WILLIAM G. KILPATRICK, JR., Incorporator

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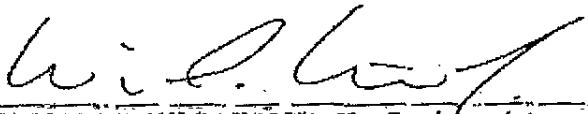
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ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for the corporation, DOWN MEMORY LANE, INC., and acknowledge my acceptance with my signature below on this 15th day of May, 2005.


WILLIAM G. KILPATRICK, JR., Registered Agent

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