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05 APR 25 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C8.4-25

HUTTO AND BODIFORD  
ATTORNEYS AT LAW  
620 MCKENZIE AVENUE  
PANAMA CITY, FLORIDA 32401

BILL R. HUTTO \*  
LARRY A. BODIFORD \*  
\*CERTIFIED CIRCUIT COURT MEDIATORS

REPLY TO  
POST OFFICE BOX 2528  
PANAMA CITY, FLORIDA 32402  
(850) 763-0723  
FAX (850) 872-8402

April 24, 2006

**Via Federal Express**  
**Airbill No.: 8489 1220 7314**

Department of State  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, FL 32301

**RE: Soggy Dollar Investments of Northwest Florida, Inc.**

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for Soggy Dollar Investments of Northwest Florida, Inc. and a check in the amount of \$87.50 for the filing fee, certified copy, and certificate of status.

Should you have any questions, do not hesitate to contact me.

Sincerely,

  
Larry A. Bodiford

LAB/pb  
enclosures

ARTICLES OF INCORPORATION  
OF

SOGGY DOLLAR INVESTMENTS OF NORTHWEST FLORIDA, INC.

FILED  
06 APR 25 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is Soggy Dollar Investments of Northwest Florida, Inc.

SECOND:

The period of duration of the corporation is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH:

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

FIFTH:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

SIXTH:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which

it is offered to others.

SEVENTH:

The street address of the principal office and initial registered office of this corporation is 1610 Tennessee Ave., Lynn Haven, Fl 32444, and the name of the initial registered agent of this corporation at that address is Jeff Tillman.

EIGHTH:

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

NINTH:

The names and addressees of each incorporator are:

Jeff Tillman  
1610 Tennessee Ave  
Lynn Haven, Fl 32444

Jack O'Neal Stewart  
3926 East 15<sup>th</sup> Street  
Panama City, FL 32404

TENTH:

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ELEVENTH:

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

TWELFTH:

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

THIRTEENTH:

Special meetings of shareholders may be called by a majority of the outstanding shares.

FOURTEENTH:

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote, fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

FIFTEENTH:

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all 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 all of the remaining directors, shall be the act of the Board of Directors.

SIXTEENTH:

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

SEVENTEENTH:

The Directors of this corporation may take action by written consent, as provided by law.

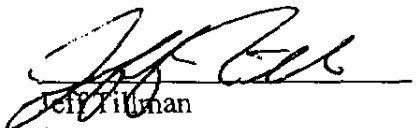
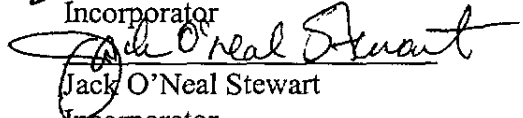
EIGHTEENTH:

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

NINETEENTH:

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 24<sup>th</sup> day of April, 2006.

  
Jeff Tillman  
Incorporator  
  
Jack O'Neal Stewart  
Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

Acknowledged and subscribed before me by Jeff Tillman [ ] who is personally known to me or [x] who produced FL Driver License as identification on this 24<sup>th</sup> day of April, 2006.

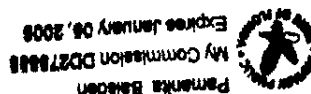


Pamanta Baisden  
My Commission DD278888  
Expires January 05, 2008

  
Signature - Notary Public

Print Name - Notary Public

(S E A L)



STATE OF FLORIDA  
COUNTY OF BAY

Acknowledged and subscribed before me by Jack O'Neal Stewart [ ] who is personally known to me or [X] who produced FL Driver License as identification on this 24<sup>th</sup> day of April, 2006.




Pamanta Beleden  
My Commission DD278668  
Expires January 05, 2008

Pamanta Beleden  
Signature - Notary Public

\_\_\_\_\_  
Print Name - Notary Public

**ACKNOWLEDGMENT BY DESIGNATED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

  
Jeff Tillman

FILED  
06 APR 25 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA