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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**FIFTH FLOOR GROUP, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
FIFTH FLOOR GROUP, 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 **FIFTH FLOOR GROUP, INC.**, and its principal office and mailing address is: 2 Tanglewood Circle, Fort Walton Beach, FL 32547.

**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  
CLASSES OF STOCK AND AUTHORIZED SHARES**

The corporation shall have two (2) classes of stock which shall be identified as Class A stock and Class B stock. Class A stock shall be voting stock and shall have one (1) vote for each share thereof on all corporate matters. Class B stock shall be non-voting stock and shall not be entitled to vote on any corporate matter except for those specific matters provided by law. Class A and Class B stock shall have the same financial attributes and shall have equal rights to all dividends, profits, distributions, etc., and the only difference in said two classes shall be their respective voting rights.

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The corporation is authorized to issue ten thousand (10,000) shares of Class A stock and ten thousand (10,000) shares of Class B stock, each with a par value of one dollar (\$1.00) per share.

**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 2000 Ninety-Eight Palms Boulevard, Suite 110, Destin, Florida 32541. The registered agent is WILLIAM G. KILPATRICK, JR.

**ARTICLE SIX**  
**BOARD OF DIRECTORS**

This Corporation shall be managed by a board of directors, which shall be elected at the shareholders' organization meeting. 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.

**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.

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**ARTICLE EIGHT**  
**REMOVAL OF DIRECTOR**

Any director may be removed with or without cause by a vote of the holders of fifty-one percent (51%) of the Class A shares of the Corporation, then issued, outstanding and entitled to vote, at a special meeting of the Class A 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 Class A shares of the Corporation, then issued, 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 Class A stock entitled to vote, unless all of the directors and all of the Class A 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**

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The name and address of the incorporator is :

William G. Kilpatrick, Jr.  
2000 Ninety-Eight Palms Blvd., Ste. 110  
Destin, FL 32541

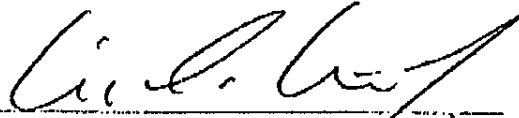
**IN WITNESS WHEREOF**, the undersigned incorporator does hereby execute these Articles  
on this 10<sup>th</sup> day of January, 2008.



\_\_\_\_\_  
WILLIAM G. KILPATRICK, JR.,  
Incorporator

**ACCEPTANCE BY THE REGISTERED AGENT**

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for the  
corporation, and acknowledge my acceptance with my signature below on this 10<sup>th</sup> day of January,  
2008.



\_\_\_\_\_  
WILLIAM G. KILPATRICK, JR.,  
Registered Agent

1. If the agent is a corporation, its name and address must be stated.