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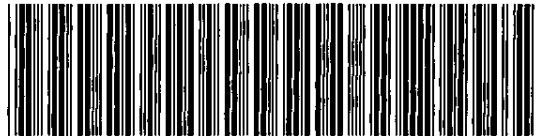
(Business Entity Name)

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2009 FEB -2 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers FEB 03 2009

**ROBERTS, ROBERTS & ROBERTS**

ATTORNEYS AT LAW  
2879 MADISON STREET  
POST OFFICE BOX 1544  
MARIANNA, FLORIDA 32447

JOHN E. ROBERTS  
JOHN Y. ROBERTS  
RUSSELL S. ROBERTS\*

TELEPHONE  
(850) 526-3865  
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(850) 526-3909

\*ALSO ADMITTED IN MISSISSIPPI

January 28, 2009

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

RE: Palms Plus of Panama City Beach, Inc.

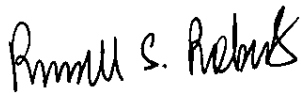
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named corporation. The Acceptance of Registered Agent is also enclosed. Please endorse your approval of the articles on the duplicate copy and return the same to me along with the certificate to the post office address set forth above.

I have enclosed a check made payable to the Secretary of State in the sum of \$87.50 to cover the filing fee, the certified copy fee, and the certificate fee. Thank you for your attention in this matter.

If you have any questions concerning this matter, please do not hesitate to contact me.

Yours truly,



Russell S. Roberts

RSR/mb

Enclosures: As stated above

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2009 FEB -2 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PALMS PLUS OF**  
**PANAMA CITY BEACH, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

In compliance with the requirements of Florida Statute 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**

The name of the Corporation ("Corporation") is PALMS PLUS OF PANAMA CITY BEACH, INC.

**ARTICLE II**

The existence of the Corporation shall begin on the day the Articles of Incorporation are filed with the Secretary of State.

**ARTICLE III**

The street address of the principal office of the Corporation is 5711 North Lagoon Drive, Panama City Beach, Florida 32408. The mailing address of the Corporation is Post Office Box 18671, Panama City Beach, Florida 32417.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 100, 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 have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is 2879 Madison Street, Marianna, Florida 32446. The initial registered agent for the Corporation at that address is Russell S. Roberts.

ARTICLE VI

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors are:

Adris Pender  
Post Office Box 18671  
Panama City Beach, Florida 32417

ARTICLE VII


The name and street address of the person signing these articles of incorporation are:

Adris Pender  
Post Office Box 18671  
Panama City Beach, Florida 32417

ARTICLE VIII

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 28<sup>th</sup> day of January, 2009.

  
\_\_\_\_\_  
ADRIS PENDER  
INCORPORATOR

**STATE OF FLORIDA  
COUNTY OF JACKSON**

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, ADRIS PENDER, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of  
January, 2009.

[SEAL]



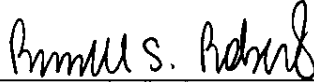
Russell S. Roberts  
RUSSELL S. ROBERTS  
NOTARY PUBLIC  
My commission expires: June 30, 2009

NAME: RUSSELL S. ROBERTS  
ADDRESS: 2879 MADISON STREET  
MARIANNA, FLORIDA 32446

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for PALMS PLUS OF PANAMA CITY BEACH, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position under Florida Statute 607.0501(3).

Dated this 28<sup>th</sup> day of January, 2009.

  
\_\_\_\_\_  
RUSSELL S. ROBERTS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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