

ARTICLES OF INCORPORATION
OF
SANDBAR OF PANAMA CITY BEACH, INC.

FILED
95 JAN 30 AM 9 33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator of these articles of incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SANDBAR OF PANAMA CITY BEACH, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in the running and operating of any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND OFFICE

The initial principal office of this corporation is to be at 36 Oak Avenue, Panama City, Florida. The initial registered agent of this corporation shall be Carroll L. McCauley, whose address is 36 Oak Avenue, Panama City, Florida 32401.

ARTICLE VII - DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be changed from time to time by the by-laws, but shall never be more than five (5).

The names and street addresses of the initial directors, who shall hold office until successors are elected and have qualified, are:

J. Duke Fernandez
7510 A Thomas Drive
Panama City Beach, FL 32408

Harvey D. McLendon
7510 A Thomas Drive
Panama City Beach, FL 32408

ARTICLE VII - INCORPORATORS

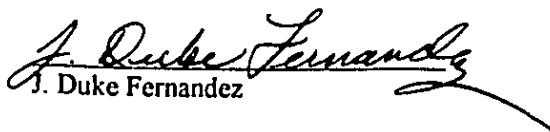
The name and street address of the incorporator of the corporation is:

J. Duke Fernandez
7510 A Thomas Drive
Panama City Beach, FL 32408

ARTICLE VIII - AMENDMENT

These articles of incorporation may be amended in the manner provided by law.

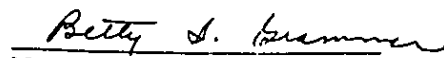
IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal, acknowledged and filed the foregoing articles of incorporation under the laws of the State of Florida, this 26 day of January, 1995.


J. Duke Fernandez

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared J. Duke Fernandez, personally known to me (or who produced N/A as identification) to be the individual described in and who executed the foregoing articles of incorporation, and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid, this 26 day of January, 1995.


Notary Public
My commission expires:



BETTY S. GRAMMER
MY COMMISSION # CG 16325 EXPIRES
December 14, 1995
BONDED THRU TROY FAH INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT SANDBAR OF PANAMA CITY BEACH, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Panama City, STATE OF Florida, HAS
NAMED Carroll L. McCauley LOCATED AT 36 Oak Avenue, CITY OF Panama
City, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

TITLE President *J. Duke Fernandez*

DATE 1-26-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Carroll L. McCauley*

Resident Agent

DATE 1-26-95

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