

P95000011147

Post Office Box 1373
Gulf Breeze, FL 32562-1373
12 January 95

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

Dear Sir;

Enclosed please find the Articles of Incorporation for
PENSACOLA BEACH, INC. and a cashier's check in the amount
\$122.50 to cover incorporation fees.

Your immediate attention will be appreciated.

Sincerely,


Scott J. Amberson


Kristin Shuttleworth

FILED
05 FEB - 30 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SJA/KS
enclosures (2)

FEB 9 1995 BSB

ARTICLES OF INCORPORATION
FOR
S&K OF PENSACOLA BEACH, INC.
A FLORIDA CORPORATION

FILED
95 FEB -8 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

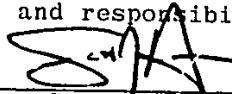
The undersigned, for purposes of organizing a corporation, pursuant to the laws of the State of Florida, do hereby adopt the following Certificate of Incorporation:

ARTICLE I

The name of the corporation shall be S&K OF PENSACOLA BEACH, INC., (a Florida corporation).

ARTICLE II

The location of the principal registered office of the corporation in the State of Florida shall be 203 Sabine Drive, Pensacola Beach, Florida 32561; mailing address being Post Office Box 1373, Gulf Breeze, Florida 32562-1373. The agent on whom service may be had against the corporation is SCOTT J. AMBERSON. I, SCOTT J. AMBERSON, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Scott J. Amberson

ARTICLE III

The purposes for which this corporation is to be formed are:

- 1) Property management and related activities.
- 2) Directly, or through ownership of stock in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, deal in and dispose of commodities, and other personal and real property of every kind and any interest therein.
- 3) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures and other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, and of any domestic or foreign state government or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities; to issue its own shares of stock, bonds, notes, debentures, evidences of indebtedness and obligations and securities for the acquisition of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts, to exercise rights of ownership in respect thereof; and to the extent now or hereafter if permitted by law, to aid by loan, subsidy, or guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts.
- 4) To purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in and dispose of mortgages covering any kind of property, tax liens and transfers of tax liens on property.

- 5) To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and of the interest thereon and the performance thereof by mortgages upon or pledge, conveyance or assignment in trust of the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired and whether located in or out of the State of Florida; and to sell, pledge or otherwise dispose of such securities and other obligations of the corporation for its corporate purposes.
- 6) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities or any person, firm, association or corporation carrying on any kind of business similar in nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize and in any manner dispose of the rights and property so acquired.
- 7) To enter into any lawful arrangements for sharing profits, with any person, employee, corporation, trade union or other interest and to enter into any reciprocal concession or cooperative agreement with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of the corporation.
- 8) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign or of any domestic or foreign state, government or governmental authority or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.
- 9) To exercise all or any of the corporate powers and to carry out all or any of the purposes enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen or extend the property and commercial interests thereof and to aid, assist or participate in any lawful enterprises in connection therewith or incidental to such agency, representation or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida.
- 10) To exercise all or any of the corporate powers and rights in the State of Florida, other states, the District of Columbia, the territories, possessions or dependencies of the United States and in foreign countries, but only in the manner and to the extent permitted by the respective laws thereof and to establish and maintain offices and agencies within and anywhere outside of the State of Florida.
- 11) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, either alone or associated with others and incidental or pertaining to or growing out of or connected with its business or powers, provided the same be not inconsistent with the laws of the State of Florida.
- 12) Nothing herein contained shall be deemed or construed as authorizing, or permitting or purporting to authorize or permit the corporation to carry on any business, exercise any power or do any act which the corporation may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

13) The purposes and powers specified on the clauses contained in the Article are to be construed both as purposes and powers and shall, except when otherwise expressed in this Article, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers and the specification herein contained of particular powers is not intended to be and shall not be held to be in limitation of the general powers granted to corporations under the laws of the State of Florida, but is intended to be and shall be held to be in furtherance thereof.

ARTICLE IV

The amount of total authorized capital stock of this corporation shall be represented by a single class of common stock not exceeding 60 shares, each share having no par value. The amount of paid in capital stock with which this corporation shall commence business is not less than \$1.00.

When consideration therefore has been fully paid, no share of stock in this corporation shall be liable to any further call or assessment thereof.

ARTICLE V

The duration of the corporation shall be perpetual.

ARTICLE VI

The number of Directors of the corporation shall not be less than one nor more than five.

ARTICLE VII

The names and post office address of the Directors until the first annual meeting of the stockholders, are as follows:

Scott J. Amberson
203 Sabine Drive
Pensacola Beach, FL 32561

Kristin Shuttleworth
203 Sabine Drive
Pensacola Beach, FL 32561

ARTICLE VIII

The name and post office address of the subscribers of this Certificate of Incorporation and the number of shares of stock which each subscriber agrees to take are as follows:

Scott J. Amberson
203 Sabine Drive
Pensacola Beach, FL 32561 30 shares

Kristin Shuttleworth
203 Sabine Drive
Pensacola Beach, FL 32561 30 shares

ARTICLE IX

After the first 60 shares of this corporation's authorized shares have been issued, each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in the ratio that the number of shares he (she) holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him (her) to exercise his pre-emptive rights.

ARTICLE X

All corporate powers, excepting the sale, mortgage, hypothecation, and pledge of the whole or any major portion of the corporate property, shall be exercised by the Board of Directors. The Directors, may fill any vacancy in the various offices of the corporation. The Directors shall not be entitled to any salaries or income by reason of service as a Director unless such compensation shall be regularly approved by the Board of Directors.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any Director of this corporation is interested in, or is a director or officer of, such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act, or transaction of this corporation with any person, firm, or corporation, shall be affected or invalidated by the fact that any Director of this corporation is a party to, or interested in such contract, act, or transaction, or in any way connected with such person, firm, or corporation, and each person who may become a Director of this corporation, is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested.

ARTICLE XII

The annual stockholder's meeting of the corporation shall be held in its principal office in Pensacola Beach, at 11:00 A.M. on the 4th Wednesday in March of each year beginning with the year 1995. Stockholder's meetings may be held elsewhere in the State of Florida upon which due notice is given.

ARTICLE XIII

Notice shall be given of annual or special meetings of stockholders, as provided by the By-Laws. Special meetings of the stockholders may be called as provided by the By-Laws.

Each share of common stock issued and outstanding, as shown by the corporate records, shall be entitled to one vote for each Director and on each question or proposition voted on at all annual stockholders meetings, or special meetings and such vote may be made by proxy.

At each annual meeting, the Director(s) shall lay before the corporation a profit and loss account, and a balance sheet containing a summary of the property and liabilities of the corporation, made up to date not

more than one month before the meeting, from the time when the last preceding account and balance sheet were made up, or, in case of the first account and balance sheet, from the incorporation of the corporation. Each such balance sheet shall be accompanied by a report of the Director(s) as to the state and condition of the corporation, and as to the amount which they propose to be paid out of the profits by way of dividend or bonus to the stockholders and the amount, if any, which they propose to carry to the reserve fund and the account report and balance sheet shall be signed by the Director(s) and countersigned by the Secretary.

ARTICLE XIV

The officers of this corporation shall consist of the Director(s), a President, one or more Vice-Presidents, Secretary and Treasurer, and such other officers as may be provided for in the By-Laws. All the foregoing may be vested in a single person unless prohibited by law.

ARTICLE XV

The duties of each officer shall be those usually incident to his office except as otherwise fixed by the By-Laws of the corporation or by action shown by the minutes of the Director(s).

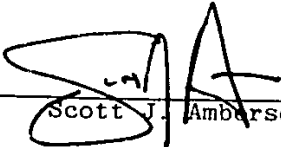
ARTICLE XVI

The By-Laws of this corporation may be amended from time to time by the Director(s) and the Director(s) may make additional By-Laws at a regular meeting thereof.


ARTICLE XVII

The corporation will not commence business until consideration of the value of at least \$1.00 has been received for the issuance of shares.

IN WITNESS WHEREOF, the undersigned as incorporator(s) has hereto set our hand and seal this 4th day of February, 1995.



Scott J. Amberson



Kristin Shuttleworth

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA) ss:

I, Zoie D. Stephens, a Notary Public in and for the State and County aforesaid, do hereby certify that on the 4th day of February, 1995, before me personally appeared SCOTT J. AMBERSON and KRISTIN SHUTTLEWORTH, known to me to be the persons described in and who executed the foregoing instrument and acknowledged to me that they executed the same as his/her free act and deed.

WITNESS my hand and official seal at same County and State the day and year last abovewritten.

(SEAL)



Notary Public

My commission expires:

ZOIE D. STEPHENS
"Notary Public-State of FL"
Comm. Exp. Dec. 6, 1998