

P95000023819

Davenport & James

Bert A. Davenport
Alisa W. James

CHARTERED
ATTORNEYS AND COUNSELLORS AT LAW

216 East Fourth Street
Panama City, Florida 32401
Phone: 785-6187
Fax: 785-6188

March 17, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300001438023
-03/23/95--01058--007
*****122.50 *****122.50

RE: Incorporation of GEE TRIPLE M, INC.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50.

Sincerely,



Alisa W. James

Enclosures: As stated.

AWJ:atm

FILED
95 MAR 23 10 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Atto
3-24

**ARTICLES OF INCORPORATION
OF
GEE TRIPLE M, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of the corporation is GEE TRIPLE M, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 3718 Highway 389, Panama City, Florida 32405.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To introduce, erect, update, conduct, manage, maintain and carry on a restaurant, cafe, cabaret business; to buy, sell, lease or otherwise dispose of, and to operate, conduct, furnish, equip and manage restaurants, inns, eating houses, taverns, cabarets, cafes or places of entertainment, and generally, to do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise

acquire, manufacture, market, prepare for market, sell, deal in, and deal with; import and export food and food products of every class and description, fresh, carried, preserved or otherwise; and to prepare and serve all food, beverage, alcoholic or non-alcoholic and other preparations and refreshments of all kinds.

2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 250. Such shares shall be of a single class, and shall have a par value of \$100.00 per share.

ARTICLE SIX

CONSIDERATION

Stock may be issued by the corporation from time to time for such consideration as may be fixed by the board of directors.

ARTICLE SEVEN

PAYMENT

The shares of stock of this corporation shall be issued only upon the full payment of the sums represented by them.

ARTICLE EIGHT
AUTHORIZATION

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issues for cash, promissory notes, services, property, or other securities of the corporation; or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE NINE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3718 Highway 389, Panama City, Florida 32405, and the name of its initial registered agent at such address is JOHN D. WILLSIE, II.

ARTICLE TEN

DIRECTORS

The number of directors constituting the corporation's initial board of directors is three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

JOHN D. WILLSIE, II
3718 Hwy. 389
Panama City, FL 32405

TONY MILLAN
2630 E. 37th Plaza
Panama City, FL 32405

ANTHONY HINKLE
329 Newman Pt. Road
Southport, FL 32409

ARTICLE ELEVEN

INCORPORATORS

The name and address of the incorporator is:

JOHN D. WILLSIE, II
3718 Highway 389
Panama City, FL 32405

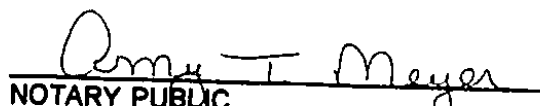
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12 day of March, 1995.



JOHN D. WILLSIE, II

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 17th day of March, 1995, by JOHN D. WILLSIE, II, who is personally known to me or who has produced Florida Drivers License as identification.



NOTARY PUBLIC
My Commission Expires:
Commission No.:



AMY T. MEYER
MY COMMISSION / COMISSION EXPIRES
July 19, 1993
EDICED THRU TRU FAY INSURANCE, INC.

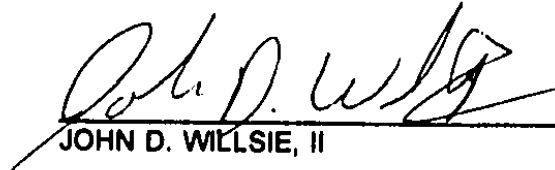
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is GEE TRIPLE M, INC.
2. The name and address of the registered agent and office is:

JOHN D. WILLSIE, II
3718 Highway 389
Panama City, Florida 32405

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JOHN D. WILLSIE, II

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95 MAR 23 PM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000023819
GEE TRIPLE M., INC.

267 Barcelona
PUNTA GORDA, FL 33983
Phone 941-766-1608
Fax 941-766-9710

March 18, 1996


FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLHASSEE FL 32314

400001751184
-03/20/96--01076--024
*****96.25 *****96.25

TO WHOM IT MAY CONCERN,

The two sole shareholder's of GEE TRIPLE M, INC. wish to dissolve this corporation. The business ceased operations on October 4, 1996, after hurricane Opal destroyed the restaurant we were operating. The Articles of Incorporation were filed on March 23, 1995 and assigned document number P95000023819. This request for dissolution is also filed in lieu of our annual report. If you have any questions regarding this matter please contact me at the above number. I am in the process of moving and my new address is 267 Barcelona Punta Gorda, FL 33983. Enclosed is a check in the amount of \$96.25 for the dissolution, a certified copy of the dissolution and a certificate of Status. Thank you for your assistance.

Sincerely,


JOHN D. WILLISIE II
President

*Copy of Willis
Gunda*

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96 MAR 20 PM 2:52
SECRETARY OF STATE
TALLHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

FILED
96 MAR 20 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: GEE TRIPLE M, INC.

SECOND: The date dissolution was authorized: 29 January 1996

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by JOHN D. WILLSIE II & TONY MILLAN."
(voting group)

Signed this 29th day of January, 1996

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

JOHN D. WILLSIE II
(typed or printed name)

PRESIDENT
(title)